INCEPTION

THE SHOOTING SCRIPT

CHRISTOPHER NOLAN

SHOUT
SHARE
IT

FOR MY FATHER

BRENDAN JAMES NOLAN

INCE

PTION

THE SHOOTING SCRIPT

WRITTEN AND DIRECTED BY

CHRISTOPHER NOLAN

INSIGHT EDITIONS

3160 Kerner Blvd., Suite 108
San Rafael, CA 94901

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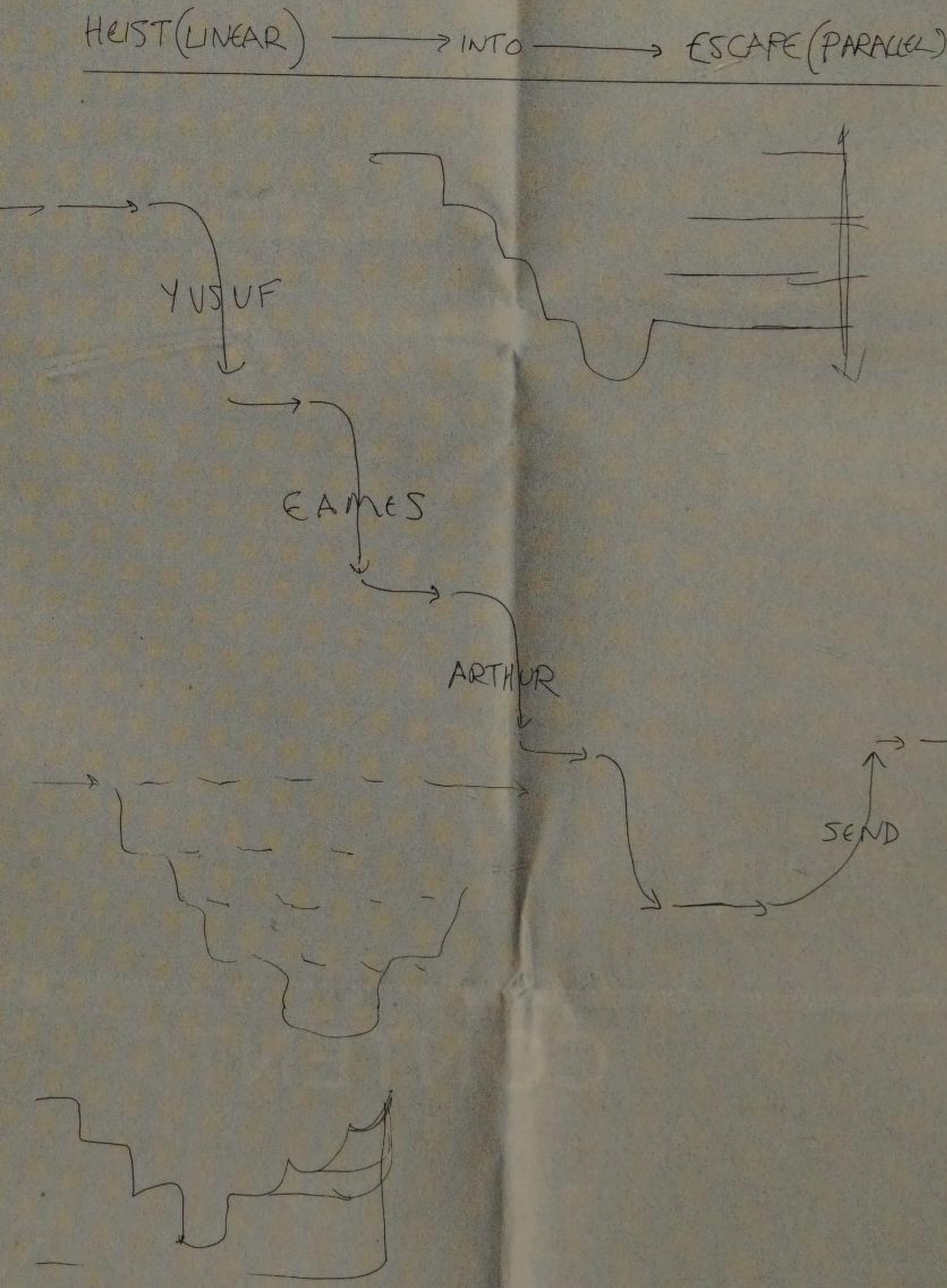


Christopher Nolan's plot schematic charting how Cobb and his team pull off inception.

PREFACE

DREAMING / CREATING / PERCEIVING / FILMMAKING

AN INTERVIEW WITH WRITER-DIRECTOR **CHRISTOPHER NOLAN**

INTERVIEWED BY **JONATHAN NOLAN**

Jonathan Nolan: Let's talk about the script. You've been working on this one for a while.

Christopher Nolan: Ten years, I think.

JN: Is it ten? I was trying to remember the first time you talked to me about the idea because there were several different versions of corporate espionage scripts that you were playing around with.

CN: I was. Then I took the idea of corporate espionage and applied it to the thing I'd been working on even longer, which was dreams.

I remember the initial genesis quite clearly. My interest in dreams comes from this notion of realizing that when you dream you create the world that you are perceiving, and I thought that feedback loop was pretty amazing. I remember when I was in college you had free breakfast that finished at nine o'clock...

JN: [*laughs*] That would be an important part of your life.

CN: It was very important. So you had to wake up to get the free breakfast and then you would go back to bed because you hadn't gone to sleep until four in the morning. But I would make sure I got it and then I would go back to sleep for another two or three hours. And in that slightly weird, discombobulated sleep I discovered that you can have active dreams, and that when you realize you are dreaming, you could control the dream.

I thought that was really amazing. I remember having a dream and saying to myself, "Okay, there's a bunch of books on the shelf. If I pull a book off the shelf and look at it, can I read the words in the book?" And I could, because your brain is making up the words in the book. Or you could be walking on a beach in your dream and pick up a handful of sand and you'd be looking at all the grains and thinking, "Well, my brain is putting all the millions of grains in this handful of sand."

What this immediately suggests—forgetting the alleged firewall between creation and perception in your brain—is the infinite potential of the human mind. To me, that is what is exciting. Because we talk about this all the time, using the analogy of the computer for the human brain. I am always interested by things that seem to defy that analogy. And I think dreaming...

JN: ... dreaming is a pretty good one.

CN: Yeah, because being able to create a whole world and to have a conversation with someone in a dream—you feel like you're having a conversation, but you're putting all the words into that other person's mouth.

JN: You're playing chess against yourself without realizing you're your own opponent.

CN: Yeah, which you can't do in waking life. There's no form of shadow boxing like that while you're awake.

JN: I think the first time I ever considered the fact that dreaming is different than perception was when you first described how sophisticated it is to me. It's a fascinating insight into what the mind is truly capable of because dreaming is so much bigger than perception. And yet it doesn't seem like there's a lot of critical scientific research being done on it.

CN: I would imagine dreaming doesn't attract a lot of scientific interest because of its subjectivity. It's so anecdotal.

JN: The subject has also been yoked into slightly bizarre and obsolete theories about psychology that have tainted it a bit. But none of those theories are really technical, although the mechanics of dreaming are incredible.

CN: Yeah, and I think it's possible to analyze those mechanics. It's when science and philosophy cross over, when this science of the human mind meets the philosophical edge, that I think people drift into abstraction. So what the film tries to do is keep it in the realm of science fiction—to keep it in the realm of the mechanical and the relatable so it doesn't become abstract and incomprehensible. There are rules to the way the characters use dreaming, which defines reality, which defines the dreams they enter. The characters take great pride in knowing these rules and that they apply absolutely.

JN: You get this great set of rules because the premise is that the dreamer can't know they're dreaming. You have to keep it bound. It's that much more exciting because it feels close to reality.

CN: I was definitely looking for a reason to impose rules in the story during the writing process. When I saw the first *Matrix* film, I thought it was really terrific, but I wasn't sure I quite understood the limits on the powers of the characters who had become self-aware.

Inception, on the other hand, is about a more everyday experience with dreaming. It's about a more relatable human experience. It doesn't question an actual reality. It's just saying, "Okay, we all dream every night. What if you could share your dream with someone else?" And it becomes an alternate reality simply because the dream becomes a form of communication—just like using a telephone or going online. I wanted it, then, to have a rule set, a set of reasons that you could graph for why it's not chaos and anarchy—for why it has to be order, and why you need architects and an architectural brain to create the world of the dream for the subject to enter.

JN: Everyone can be a Superman in their own dreams. But your protagonists approach the dream with expertise and subtlety—the subtlety of the way they manipulate the dream.

CN: Yes—exactly. It's about the subtlety and that is where the heist movie idea came from. I'd been dealing with the world of corporate espionage and so forth, but as soon as you want to present the subtle art of conning somebody, of fooling somebody, then you enter the world of the heist movie. And that is when I consider this script to have begun, when I figured out that I was going to use a heist movie structure to wrangle these ideas in, which was about ten years ago.

The problem I had was finishing it, because the heist movie as a genre tends to be deliberately superficial. It tends to be glamorous. It tends to be light entertainment. And I realized that when you're talking about dreaming, when you are talking about this universal human experience, you need the stakes of the story to have a much more emotional resonance. So the risk we're taking with genre in the case of *Inception*—rather than it being science fiction meets James Bond or whatever those sorts of things are—is saying, "Okay, we'll take a heist movie and we'll give it massive emotional stakes."

JN: In a funny way, it actually takes dreaming back to a kind of Freudian, Jungian place that speaks to how your innermost secrets are locked away in your dreams. So instead of stealing money or something superficial, you're actually stealing something very, very important. Or in this case, implanting something very, very important.

CN: Well, when you look at the world that the film suggests, your subconscious is going to start literally fortifying your secrets in the dreams. If you were in a dream-share and understand the rules of it, once your subconscious knows that it can create structures to defend itself or to protect information, then it's going to fortify naturally.

But also, in the way that our own minds are sort of treacherous, it's going to start leaking more and more secrets, and more and more things you're worried about, into that world. So it's this sort of weird escalation.

Think of Cobb, with his issues, as the onion of his character peels away during the film. And Ariadne, who is very much the person who pokes at that. The idea is that somebody who's really done a lot of this is going to be much stronger in the dream. But they're also going to be way more vulnerable, because their subconscious knows the stakes and knows all the things that can happen in this world. They're not innocent, in other words.

JN: Let's go back to the process of it. Ten years. What brought you back to the project?

CN: After I finish every film, I look at what I might do next. I would get the draft for *Inception* out and would read it, again. I would show it to Emma [Emma Thomas] and sometimes show it to you to get more thoughts on it. But I never quite knew how to finish it until I realized that the antagonist of the film should be the guy's wife.

JN: The antagonist had originally been his partner.

CN: Yes, it originally had been his partner. The heist movie conceit. His partner in crime, who had betrayed him and so forth. But that didn't lead anywhere emotionally. It didn't have any resonance. And as soon as it became his wife, that flipped the whole thing for me. That made it very, very relatable.

JN: Kind of unlocked the end of the film for you.

CN: It completely unlocked the end of the film. It completely unlocked how you could make something that a wider audience might care about. Because to me, whenever you deal in the world of esoteric or overly complex science fiction, or heist movies, or film noir, you're working for a smaller audience. If you're going to do a massive movie, though, you've got to be able to unlock that more universal experience for yourself as well as for the audience. That's what it took for me. As soon as I realized that Mal would be his wife, it became completely relatable.

JN: [*laughs*] Someone suggested to me—someone who had seen the film and admired it—that being married to one of your characters is a very, very bad idea. And when you tally it up, pretty much every film of yours has a dead wife in it. Dead wife. Dead girlfriend. Dead fiancée.

CN: I've written quite a few dead wives, that's true. But you try to put your relatable fears in these things. That's what film noir is, and I do view *Inception* as film noir. You take the things you are actually worried about in real life, or things you care about in real life, and you extrapolate that into a universal...

JN: ... domestic drama—painted as large as possible.

CN: You turn it into melodrama. People always talk about melodrama as a pejorative but I don't know what other word there is.

JN: It's fuel. That's why so many of these things always come back to it. And how it still manages to seem fresh each time. Hopefully.

CN: Well, yeah, hopefully.

JN: How about writing while you're directing? Is that tricky?

CN: I don't find it tricky because with everything I've worked on, whether I'm working on it with you or other writers (I worked with Hillary Seitz on *Insomnia*, for example), I've always taken it upon myself to do the last set of re-writes. And that lets me make it all go through the mill of my brain, my fingertips, my computer, whatever. And that allows me to feel as connected with it as stuff I've made up from nothing.

JN: But this one's all you. This is you carrying an idea for ten years. Is it different?

CN: No, it's no different to me than an adaptation. With *Memento*, for example, you gave me the short story, but from that point I was on my own in terms of feeling like, "Okay, now how do I make all that?" With *Inception*, while I came up with the concept myself, I started to take it for granted quite rapidly—almost like it was somebody else's thing. So it's not really that different.

The difference is that when you are working with your own idea, you are relying more on your own judgment for a much longer period of time. Whereas, when we write together, I'm looking at what you've done and then I'm—for a much shorter period of time—imposing my own judgments on that, and then getting it to you again. So there's this back and forth, and you deal with the idea intermittently for much shorter periods of time. When you're on your own for months and months and months, it's much harder to be objective about it.

And there's a lot of insecurity that comes with that. So when you put it out in the world and start to actually make the thing, there are definite moments. I had it with *Memento* and very much had it with *Inception*. We were checking prints, and I said to Jordan [Jordan Goldberg], about halfway through Reel 5, "I just suddenly realized: This is a really strange film—really strange!"

JN: But I do believe you've said that about most everything [*laughs*] we've worked on.

CN: Possibly, but with *The Dark Knight*, you see, I was able to look at the ferry scene at the end while mixing it, for example, and I'd say,

"Wow. This is a really unusual way to end a big action movie." But I already knew that because it was something you put in your draft, which made me immediately think, "I don't know about that." [*JN laughs*] I know that I spent months and months trying to see if that could change, but it couldn't.

JN: That's funny. We had the inverse relationship on *Batman Begins* with the microwave emitter, when you and David [David Goyer] came up with that. I sat there looking at it for a while [*CN laughs*] and finally said, "This is what it has to be."

CN: So when you're working with your own idea, on your own, there's no second-guessing in that sense. Second-guessing yourself is much harder than second-guessing other people. Much harder.

JN: I'm doing that right now on another project. It's a tricky one.

CN: It's very tricky.

JN: How about working with actors? This is a film where you've got some great actors, some great characters. How much work is required to bring those two things together?

CN: It's a great cast. I've been fortunate enough to work with great casts on all my films. Particularly with a lot of the smaller characters, the supporting characters, a great actor will come in with a whole take on it and they'll literally give what's on the page some kind of life that you hadn't foreseen. You're always in a much more intensive relationship with the protagonist since the truths of their character define where the narrative is going. Leo's [Leonardo DiCaprio] job on this film was very much the same as Guy Pearce's job on *Memento*. He had to open the sort of puzzle box emotionally for the audience and guide them through it. And Leo takes the truths of a characterization very seriously.

By far, the biggest burden on me as a screenwriter and director was during pre-production of the film, because I had to do an enormous amount of re-writing based on my conversations with Leo about Cobb. All of which I think was very productive for the movie, very essential to the movie. But I had to do that while I was prepping a film in six countries. Which was quite a big burden. But it had to be done, and I think we got it done very effectively.

I've had this with other actors—when they come in and they simply pull at why their character does particular things. Not in an

abstract sense of "What's my motivation?," or whatever. They just sort of go, "Okay, I've walked in this door and I've walked up here and I say this. Why am I saying this? Why aren't I just going here?" And you have to actually think of it. And sometimes you have an answer. And sometimes you have an answer and they don't buy it. [*JN chuckles*] And other times you just don't have an answer and you know you've cheated on something and you've taken leaps. And certainly with Leo, you couldn't get by with any of the cheats, any of the situations where it's like, "I kind of know how to get from A to C through B, but not really." And so we put a lot of attention to working those things out. And I think we worked them out to my satisfaction, and hopefully to the audience's satisfaction, because that's really what the actor is helping you do at that point. They're sort of trying to be the conduit for the audience.

JN: They parse the film for the audience, as a proxy.

CN: Yeah.

JN: Well, that's a good segue to the next question I wanted to ask you, which is about the complexity of the film. This really, to me, feels like a marriage of all the different aspects of movies that I've seen you make: the sensibility of *Memento* and the complexity of that film, the interactivity of that film, the way that it asks the audience to work a little bit harder; and then the large-scale excitement and fun of something like *The Dark Knight*. This one really feels like you're using both skill sets. Did you ever think to yourself when you were working on the script, "Okay, no one's going to be able to follow me?" Is there a point of complexity where you feel like you hit your rev limiter and you don't want to go any further than that?

CN: There are points where you worry that you might be putting too much in and alienating the audience. But, funnily enough, some of those fears aren't correct. Sometimes, when you start thinking too much about what an audience is going to think, when you're too self-conscious about it, you make mistakes. Somewhere in the back of my mind, for example, I had assumed the business with the spinning top in the safe would wind up being cut out of the film. But when we started showing the film to people, that scene...

JN: You actually thought you'd have to cut it out?

CN: I thought we'd have to lose it because it was a symbol too far. Or an image too far. But what we realized in showing it to people is that they actually grasped the imagery as something to hold on to, as an illustration of things that had happened off camera.

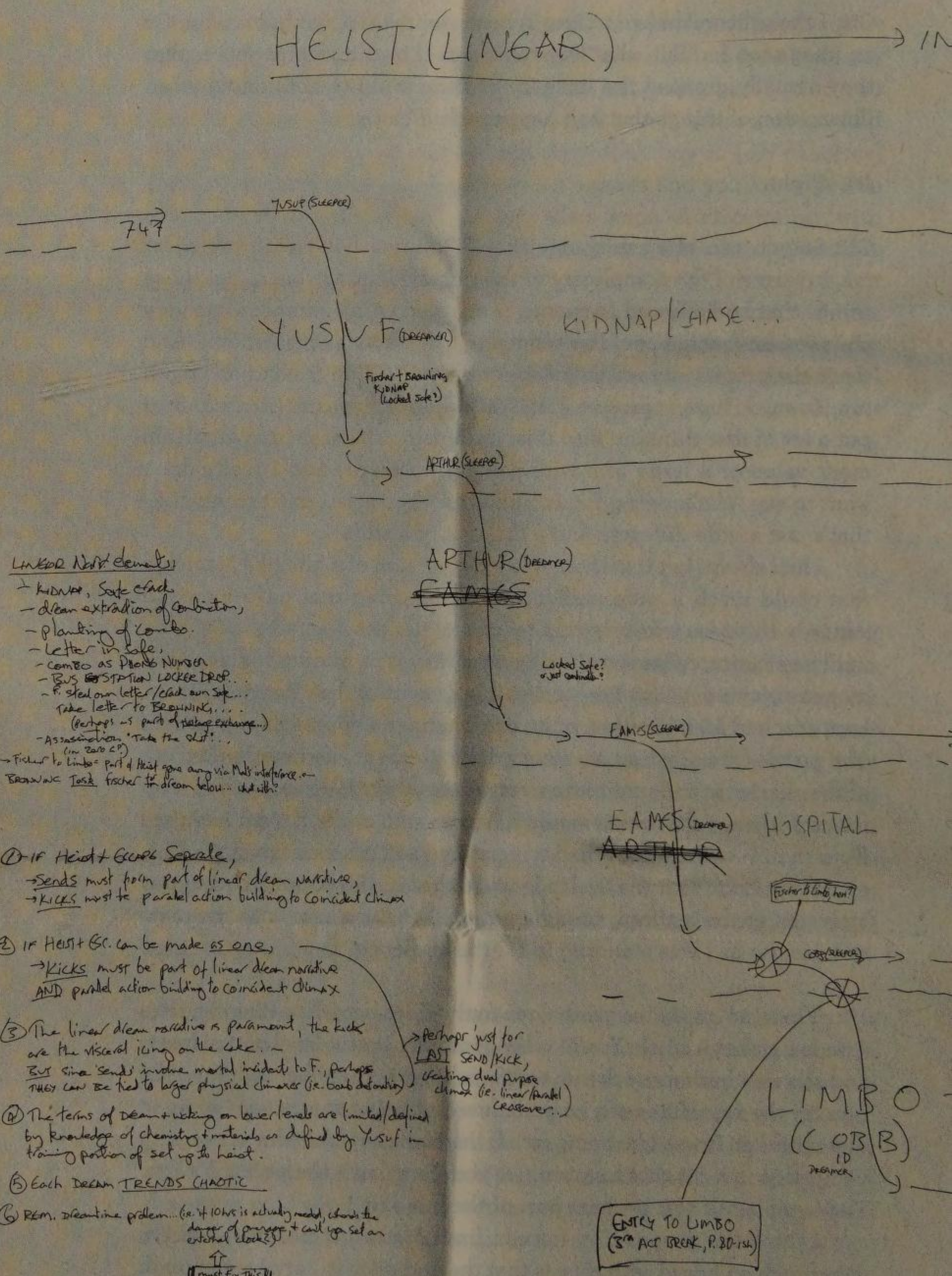
JN: Right.

CN: So you can often misjudge that. The underlying philosophy for me, in terms of the complexity of the film, had always been that those things that had allowed *Memento* to succeed with audiences in a very mainstream fashion could be tapped to make a huge-scale movie. And that's the premise on which *Inception*'s been built. I tried to do it with my Howard Hughes project first. And when that wasn't going to fly, I put a lot of that thinking into this; into fusing the scale and entertainment value of a large film with something more—and I really don't want to say "challenging for an audience," because I don't think it is—that's just a little different and a little bit of a shift.

I had always felt that there was a big version of a film like *Memento* that could reach a wide audience, but the thing that gave me confidence in this idea was listening to how audiences reacted to *Memento* in a very mainstream way. Not by admiring it or finding it clever, but by just enjoying it. Guy Pearce was a huge part of that. Because I think I approached *Memento* in a quite cold manner. I approached it as a bit of a puzzle box. Casting an actor who looked for the emotional truth of the character and put it into every scene, though—that opened it up for an audience that never would have come to our film. And I learned from that. I learned that I had to trust Leo and his assessments of his character Cobb's truths. I also learned that in the script I had to pay attention to the feelings, to my emotional engagement with the material, insofar as I was standing in for the audience.

JN: There's a lovely moment close to the third act when Ellen Page as Ariadne makes a crack. You're rolling into the lowest level of the dream and she wonders whose dream we are in. And I remember watching the film for the first time with an audience and being struck with relief at that moment. It was like being let off the hook, as if the film was saying "Okay, this is a lot that's coming at you. But that's the point. It's fun." The complexity of it became part of the fun of it.

I think the proposition for you from *Memento* onwards, and I'm very much on board with this, is that the audience is not given enough credit—that people tend to think that there are very clear rules to what an audience can handle and what they can't handle. And this movie is a double barrel shotgun at those expectations.


HEIST (LINEAR)
747
YUSUF (SLEEPER)
YUSUF (DREAMER)
Fischer + BROWNING KIDNAP (Locked Safe?)
KIDNAP/CHASE...
ARTHUR (SLEEPER)
ARTHUR (DREAMER)
EAMES
Locked Safe? or just continue?
EAMES (SLEEPER)
EAMES (DREAMER)
ARTHUR
HOSPITAL
Fischer IS Limbo, how?
CONFERENCE
LIMBO
(COBB)
1D DREAMER
ENTRY TO LIMBO
(3rd ACT BREAK, P. 80-ish)
LINEAR Next elements:
- KIDNAP, Safe cracks
- dream extraction of combination,
- planting of combo.
- Letter in Safe,
- COMBO as PHONE NUMBER
- BUS STATION LOCKER DROP...
- F. steal own letter/crack own Safe...
Take letter to BROWNING....
(Perhaps as part of Heritage exchange...)
- Assassination "Take the shot"...
(in 2010 CP)
→ Fischer to Limbo = part of Heist gone awry via Mal's interference.—
BROWNING Tasks fischer for dream below... what with?
① IF Heist + Escape Separate,
→ Sends must form part of linear dream narrative,
→ KICKS must be parallel action building to coincident climax
② IF Heist + Esc. can be made as one,
→ Kicks must be part of linear dream narrative AND parallel action building to coincident climax
③ The linear dream narrative is paramount, the kicks are the visceral icing on the cake. —
BUT since 'sends' involve mental incidents to F., perhaps THEY can be tied to larger physical climaxes (ie. bomb detonation)
→ Perhaps just for LAST SEND/KICK, creating dual purpose climax (ie. linear/parallel crossover...)
④ The terms of DREAM + working on lower levels are limited/defined by knowledge of chemistry + materials as defined by Yusuf in training portion of set up to Heist.
⑤ Each DREAM TRENDS CHAOTIC
⑥ REM. dreaming problem... (ie. if 10hrs is actually needed, should the danger of overage, + can/can we set an external clock?)
must Fix This

Nolan's graph detailing the team's path through the various layers of the heist dream, and their subsequent "kick" back to reality.

ESCAPE (PARALLEL)

Shaded areas are KEY CLIMACTIC moments for resolution of Linear dream narrative ie. F. is there but must be Sent on... ⇒ ie. action preceding this will not involve F., action post this F. will already be gone...

CN: Well, I've done really well so far in my career by trusting the audience to be as dissatisfied with convention as I am, as a filmgoer. You want to go see a film that surprises you in some way. Not for the sake of it, but because the people making the film are really trying to do something that they haven't seen a thousand times before themselves.

JN: Exactly.

CN: I give a film a lot of credit for trying to do something fresh—even if it doesn't work. You appreciate the effort, to a degree. I think the thing that I always react against as a filmgoer, though, is insincerity. That is to say, when somebody makes a film that they don't really enjoy themselves, just to produce an effect on the audience. And what really frustrates me with a film like *Inception* (or really anything that I've worked on) is when you show somebody the film and they think you're trying to be clever. Or show off. I always feel like I've completely failed at that point. Because I know as a filmgoer that's something I react against. Whether it's conventional or whether it's unconventional, you want to believe—you want to know—that the filmmaker loves the movie, loves what that movie does. That they love actually sitting there and watching that movie.

JN: Isn't that kind of the sad irony of making movies like this? Do you feel there's a little tinge of regret in the fact that you've written the script and made the movie, but that you will never really get to watch it? You end up making the movie you've always really wanted to see and then never really get to see it.

CN: I do get to see it. Because with every film there'll be one screening where, for whatever reason—because of who the audience is, or because of where I am technically in the process, or because of what elements I'm watching—I am actually able to watch the thing in a completely fresh way, like it isn't mine. And that's always a huge, huge pleasure. It's also a little frightening, and a little daunting, because you watch it in an incredibly heightened manner. And I think one of the reasons I still really love to screen the work print, cut it and tape it together, is that it's an incredibly stressful way of watching a film. Because the image is raw—it's not dressed up at all. It's an incredibly high-resolution image. But every splice can break, and the projector can bounce too much; you're terrified of the technical aspects for the audience. And that, in itself, makes you watch it in an incredibly attentive manner. You just see things and feel things you haven't felt while watching it on the Avid for months and months. It kind of reinvigorates the experience.

JN: When you describe the fragility of the work print, it occurs to me, drawing us back to the beginning of the conversation, that your job is an interesting one because you're not just watching the movie—you're creating the movie. You're not just experiencing reality—you're dreaming it for yourself. Did you think a lot about the connections to filmmaking and the dream-share technology in the film?

CN: You know, I never made that connection at all until you said it.

JN: [*laughs*] You're not supposed to let on about that.

CN: The heist movie aspects, too, closely parallel the process of making a film. You have a team of people working together. You've got a writer, you've got an actor, a production designer, a DP. But it had never occurred to me that everything I'm saying about creating a thing and trying to perceive it at the same time, which is what you're doing as you edit the film, relates absolutely to the filmmaking process. That's the whole thing you're trying to do: You're literally presenting this thing in which you've put words into people's mouths, and you're trying to watch it as if you're fresh to it.

JN: And the time shifting of it is similar because you get two years say, on average, to work on the projects you've done, and that's to create about two hours worth of perception. You can see, as you watch the film, how long it took you to shoot each individual moment, and it sort of congeals into something that suddenly goes by very quickly.

CN: But I would never want to make a film literally about filmmaking. But making something that you really relate to because of the work you do and the process you're engaged in, that's actually a lot of fun.

INCEPTION

THE SHOOTING SCRIPT

3A

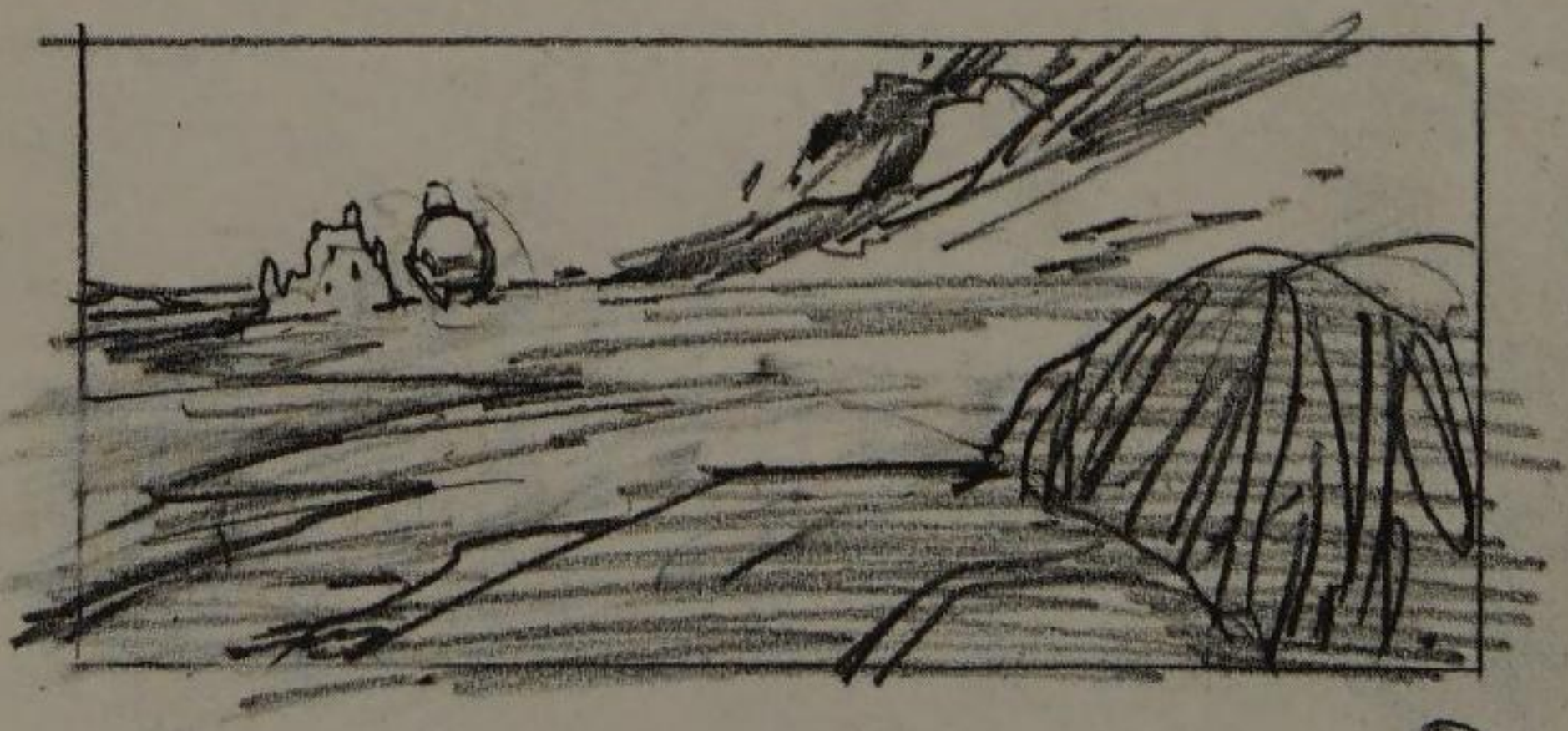
LONG LENS.
THE MAN'S H
EMERGES FRO
THE SAND IN
F.G.

SHOT CONTD

3B

THE MAN LIFT
HIS HEAD.

4



A BLOND BOY
CROUCHES DOW
THE BEACH NE
TO A SAND CAS

FADE IN:

DAWN. CRASHING SURF.

The waves TOSS a BEARDED MAN onto wet sand. He lies there.

A CHILD'S SHOUT makes him LIFT his head to see: a LITTLE BLONDE BOY crouching, back towards us, watching the tide eat a SANDCASTLE. A LITTLE BLONDE GIRL joins the boy. The Bearded Man tries to call to them, but they RUN OFF, FACES UNSEEN. He COLLAPSES.

The barrel of a rifle ROLLS the Bearded Man onto his back. A JAPANESE SECURITY GUARD looks down at him, then calls up the beach to a colleague leaning against a JEEP. Behind them is a cliff, and on top of that, a JAPANESE CASTLE.

INT. ELEGANT DINING ROOM, JAPANESE CASTLE—LATER

The Security Guard waits as an ATTENDANT speaks to an ELDERLY JAPANESE MAN sitting at the dining table, back to us.

ATTENDANT
(in Japanese)
He was delirious. But asked for you by name.
And...
(to the Security Guard)
Show him.

SECURITY GUARD
(in Japanese)
He was carrying nothing but this...

He puts a HANDGUN on the table. The Elderly Man keeps eating.

SECURITY GUARD
...and this.

The Security Guard places a SMALL PEWTER CONE alongside the gun. The Elderly Man STOPS eating. Picks up the cone.

ELDERLY JAPANESE MAN
(in Japanese)
Bring him here. And some food.

INT. SAME—MOMENTS LATER

The Elderly Japanese Man watches the Bearded Man WOLF down his food. He SLIDES the handgun down the table towards him.

ELDERLY JAPANESE MAN
(in English)
Are you here to kill me?

The Bearded Man glances up at him, then back to his food.

The Elderly Japanese Man picks up the cone between thumb and forefinger.

ELDERLY JAPANESE MAN
I know what *this* is.

He SPINS it onto the table– it CIRCLES gracefully across the polished ebony... a SPINNING TOP.

ELDERLY JAPANESE MAN
I've seen one before. Many, many years ago...

The Elderly Japanese Man STARES at the top, mesmerized.

ELDERLY JAPANESE MAN
It belonged to a man I met in a half-remembered dream...

MOVE IN on the GRACEFULLY SPINNING TOP...

ELDERLY JAPANESE MAN
A man possessed of some radical notions...

The Elderly Japanese Man STARES, remembering...

COBB (V.O.)
What's the most resilient parasite?

CUT TO:

INT. SAME ELEGANT DINING ROOM—NIGHT (YEARS EARLIER)

The speaker, COBB, is 35, handsome, tailored. A young Japanese man, SAITO, eats as he listens.

COBB

A bacteria? A virus?

Cobb gestures at their feast with his wine glass–

COBB

An intestinal worm?

Saito's fork pauses, mid-air. Cobb GRINS. A third man is at the table– ARTHUR. He jumps in to save the pitch–

ARTHUR

What Mr. Cobb is trying to say—

COBB

An *idea.*

Saito looks at Cobb, curious.

COBB

Resilient, highly contagious. Once an idea's taken hold in the brain it's almost impossible to eradicate. A person can cover it up, ignore it— but it stays there.

SAITO

But surely—to forget...?

COBB

Information, yes. But an *idea*? Fully formed, *understood*? That sticks...

(taps forehead)

In there, somewhere.

SAITO

For someone like you to steal?

ARTHUR

Yes. In the dream state, conscious defenses are lowered and your thoughts become vulnerable to theft. It's called extraction.

COBB

But, Mr. Saito, we can train your subconscious to defend itself from even the most skilled extractor.

SAITO

How can you do that?

COBB

Because I *am* the most skilled extractor. I know how to search your mind and find your secrets. I know the tricks, and I can teach them to your subconscious so that even when you're *asleep*, your guard is never down.

Cobb leans forwards, holding Saito's gaze.

COBB

But if I'm going to help you, you have to be completely open with me. I'll need to know my way around your thoughts better than your wife, your analyst, anyone.

(gestures around)

If this is a dream and you've got a safe full of secrets, I need to know what's in that safe. For this to work, you have to let me in.

Saito gives this a flicker of a smile. Rises. A BODYGUARD opens double doors which give onto a LAVISH PARTY.

SAITO

Gentlemen. Enjoy your evening as I consider your proposal.

They watch Saito leave. Arthur turns to Cobb, worried–

ARTHUR

He knows.

Cobb motions silence. A TREMOR starts, they steady their glasses, Cobb glances at his watch– THE SECOND HAND IS FROZEN.

ARTHUR

What's going on up there?

And we–

CUT TO:

INT. FILTHY BATHROOM—DAY (FEELS LIKE DIFFERENT TIME)

Cobb, ASLEEP, SITTING IN A CHAIR AT THE END OF A STEAMING BATH. The chair is up on a cabinet– the bottom of the legs level with the rim of the tub.

A sweating man (40's) watches over Cobb. This is NASH. A distant EXPLOSION rumbles through the room. Nash moves to the window, parts the curtains. Outside: a CHAOTIC DEVELOPING-WORLD CITY– the street filled with RIOTERS– SMASHING, BURNING.

Nash checks Cobb's left wrist: above his watch, tape holds TWO THIN YELLOW TUBES in place. Nash looks at Cobb's watch– THE SECOND HAND CRAWLS UNNATURALLY SLOWLY.

Nash follows the tubes to a SILVER BRIEFCASE at Arthur's feet: ARTHUR IS ASLEEP in an armchair. Tubes connect the briefcase to Arthur's wrist.

Nash follows another set of tubes from the briefcase to where they pass under the door to the bedroom. Through the crack of the door, Nash sees SAITO ASLEEP on the bed, tubes running to his wrist. BOOM– a closer EXPLOSION, and we–

CUT TO:

INT. BULLET TRAIN COMPARTMENT—DAY (FEELS LIKE DIFFERENT TIME)

Nash, ASLEEP. Head ROCKING AGAINST THE WINDOW as the train BUMPS OVER A ROUGH PIECE OF TRACK.

A Japanese Man, TODASHI (18) watches Nash nervously. He checks Nash's wrist: TWO YELLOW TUBES CONNECT NASH WITH THREE OTHER SLEEPING MEN IN THE COMPARTMENT: COBB, ARTHUR, SAITO.

Todashi checks his watch: THE SECOND HAND TICKS IN REAL TIME. Another TRAIN PASSES in the opposite direction with a MIGHTY WHUMP– Todashi's eyes FLY to Nash's sleeping face–

NASH JERKS WITH THE MOVEMENT OF THE TRAIN, and we–

CUT TO:

INT. FILTHY BATHROOM—CONTINUOUS

Another EXPLOSION– Nash CHECKS the sleeping Cobb and we–

CUT TO:

EXT. ROOFTOP TERRACES, JAPANESE CASTLE—NIGHT

A LOW TREMOR RUMBLES THROUGH THE CASTLE. Cobb and Arthur steady themselves against the wooden rail. Several TILES and pieces of MASONRY fall. Below them a BLACK SEA churns. Other GUESTS wander the massive terraces.

ARTHUR
Saito *knows*. He's playing with us.

COBB
I can get it here. The information's in the safe—
he looked right at it when I mentioned secrets.

Arthur nods. Then spots someone over Cobb's shoulder.

ARTHUR
What's *she* doing here, Cobb?

Cobb turns to see a beautiful woman, elegantly dressed, staring out at the sea. This is MAL. Cobb watches her.

COBB
You just get to your room. I'll take care of the
rest.

ARTHUR
See that you do. We're here to work.

Arthur brushes past Mal, shaking his head. She nears Cobb. Looks out at the DROP. The WIND WHIPS HER HAIR–

MAL
If I jumped, would I survive?

COBB
With a clean dive, perhaps. Mal, why are you
here?

She turns to look at him. Amused.

MAL

I thought you might be missing me...

She smiles. He leans in, mesmerized.

COBB

I am. But I can't trust you anymore.

She stares up at him, inviting.

MAL

So what?

INT. BEDROOM SUITE, JAPANESE CASTLE—MOMENTS LATER

Mal sips champagne as she studies a painting by Francis Bacon.

MAL

Looks like Arthur's taste.

Cobb is looking down through the window at the GUARDS patrolling the castle at ground level.

COBB

Actually, Mr. Saito is partial to postwar British painters.

He turns to Mal, donning a pair of black leather gloves.

COBB

Would you sit down?

Mal lowers herself gracefully into a leather wingback chair. Cobb approaches, pulls out a length of BLACK ROPE and kneels at Mal's feet. She looks down at him.

MAL

Tell me...

Cobb TIES the rope around the CHAIR LEGS.

MAL

Do the children miss me?

Cobb pauses. He lets his gloved fingers lightly touch Mal's ankle. He looks up at her.

COBB

You can't imagine.

Mal looks away, uncomfortable. Cobb gets to his feet, letting out the rope as he moves back to the window.

MAL

What're you doing?

Cobb tosses the rope out–

COBB

Getting some air.

He tugs on the rope, testing. The weight of the chair, with Mal on it, holds.

COBB

Stay seated. Please.

And with that, he JUMPS. Mal considers the open window.

EXT. JAPANESE CASTLE WALL—CONTINUOUS

Cobb RAPPELS down the wall, darting past windows. He stops at a particular one. Gets out a glass cutter–

Suddenly he starts DROPPING–

INT. BEDROOM SUITE, JAPANESE CASTLE—CONTINUOUS

The EMPTY CHAIR SLIDES across the floor– WEDGES under the window–

EXT. JAPANESE CASTLE WALL—CONTINUOUS

Cobb JOLTS to a stop 15 ft. lower. He looks up at the bedroom window. Shakes his head. Starts climbing back.

INT. KITCHEN, JAPANESE CASTLE—MOMENTS LATER

Cobb drops silently from the window into the darkened kitchen. He pulls a PISTOL from his belt, screwing a SILENCER onto the barrel as he GLIDES across the room.

INT. HALL, JAPANESE CASTLE—CONTINUOUS

Cobb SLIPS through the shadows towards a GUARD stationed at the head of a GRAND STAIRCASE...

The Guard HEARS something– TURNS– PEERS into the shadows...

Cobb FLASHES out of the shadows, silenced pistol up, AIMING–

PHHT– head shot– the Guard starts to drop... but Cobb is already there to CATCH him, sliding on his knees and lowering the Guard SILENTLY to the floor.

INT. DINING ROOM, JAPANESE CASTLE—CONTINUOUS

Cobb moves to a PAINTING. With practiced hands he removes it from the wall, revealing a SAFE. Cobb spins the dial, pulls it OPEN, GRABS an envelope from within, stuffs it into his waistband, where there is already an IDENTICAL ENVELOPE.

THE LIGHTS COME ON. Cobb freezes.

SAITO (O.S.)

Turn around.

Cobb turns. At the far end of the room: Saito. Next to him is Mal, gun in hand. She smiles at Cobb.

MAL

The gun, Dom.

Cobb doesn't move. Mal motions outside– two GUARDS drag Arthur into the room. Mal puts the gun to his head.

MAL

Please.

Cobb slowly places his gun at his end of the long table, then SLIDES it along the polished ebony. It comes to rest HALFWAY down the length of the table.

SAITO

Now the envelope, Mr. Cobb.

Cobb reaches into his waistband, removes ONE of the envelopes, SLIDES it along the table. Steps back, hands raised.

COBB
Did *she* tell you, or have you known all along?

SAITO
That you're here to steal from me?
(beat)
Or that we're actually asleep?

Arthur gives Cobb an I-told-you-so look.

SAITO
I want to know who your employer is.

Mal COCKS the gun at Arthur's temple.

COBB
No point threatening him in a dream.

MAL
That depends on what you're threatening.
Killing him would just wake him up... but pain?
Pain is in the mind...

Mal LOWERS the gun and SHOOTS Arthur in the leg– Arthur drops, SCREAMING– Mal looks at Cobb, cold.

MAL
And, judging by the decor, we're in *your* mind,
aren't we, Arthur?

Cobb watches Arthur's PAIN. Mal aims at Arthur's other leg...

Cobb SPRINGS for the table, SKIDDING along its polished surface– he GRABS his gun– SHOOTS ARTHUR BETWEEN THE EYES–

Arthur DROPS– the room starts to SHUDDER in a MASSIVE EARTHQUAKE– Cobb SPRINGS for the door– Arthur's eyes stare at the ceiling, DEAD, and we–

CUT TO:

INT. FILTHY BATHROOM—DAY

Arthur's EYES OPEN as he WAKES IN THE ARMCHAIR– he GRABS at the tubes at his wrist, YANKING them free–

SAITO: NOW THE ENVELOPE, MR. COBB.

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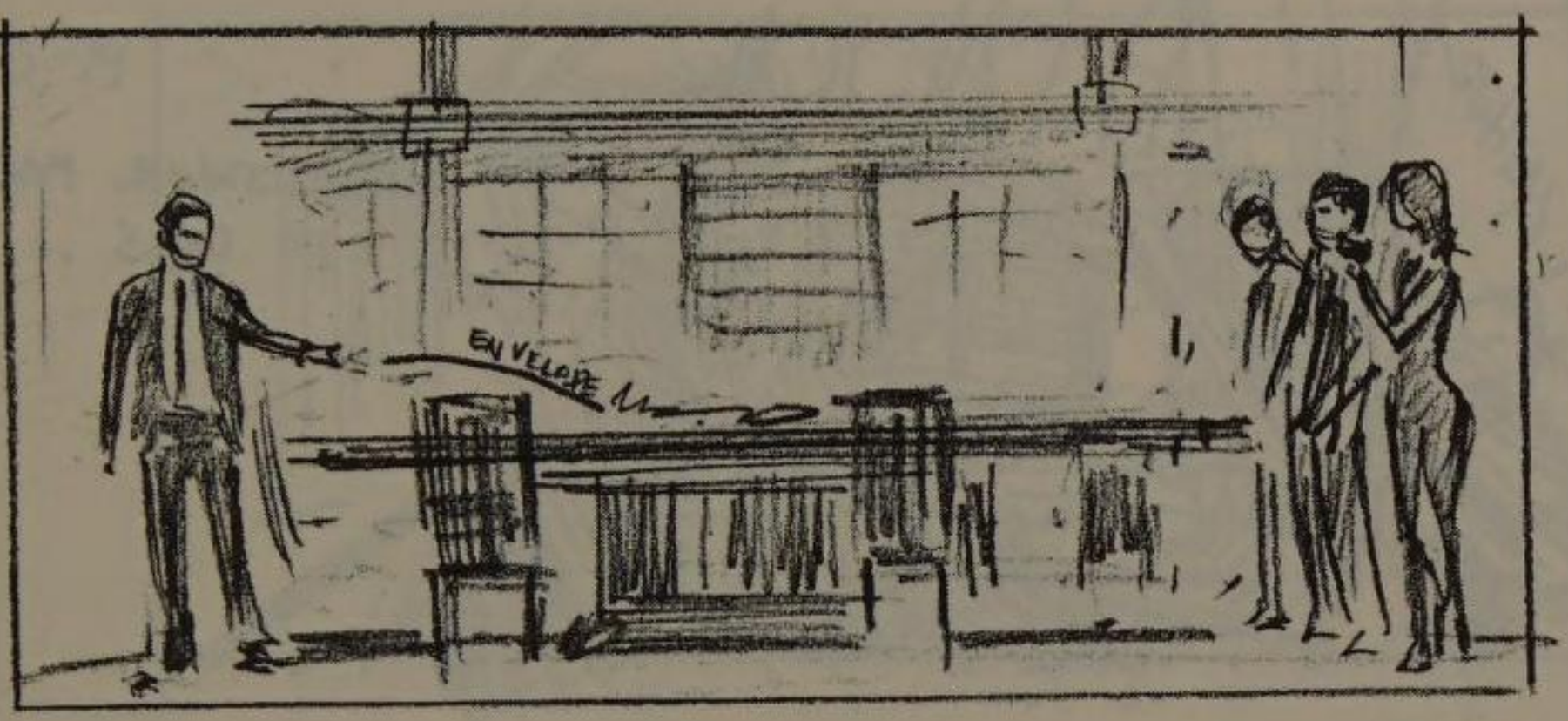
4



HE SLIDES THE ENVELOPE.

CUT

15

COCKS GUN

CUT

16A

SHE SHOOTS ARTHUR IN THE LEG..

SHOT CONTD

15-16B

ARTHUR FACES TO LENS..

CUT

15-17

SHE POINTS THE GUN AT HIS OTHER LEG.

CUT

15-18

CUT

15-19

CUT

20A

HE SLIDES ALONG THE TABLE —

21B

GRABS + SHOOTS THE GUN.

CUT

15-22

CUT

ARTHUR SHOT
BETWEEN TH
EYES.

15-23

CUT

THE ROOM S
TO SHUDD

15-24

CUT

WIDE —
A MASSIVE
EARTHQVA

5-25A

COBB SPRINGS FOR THE DOOR

-25B

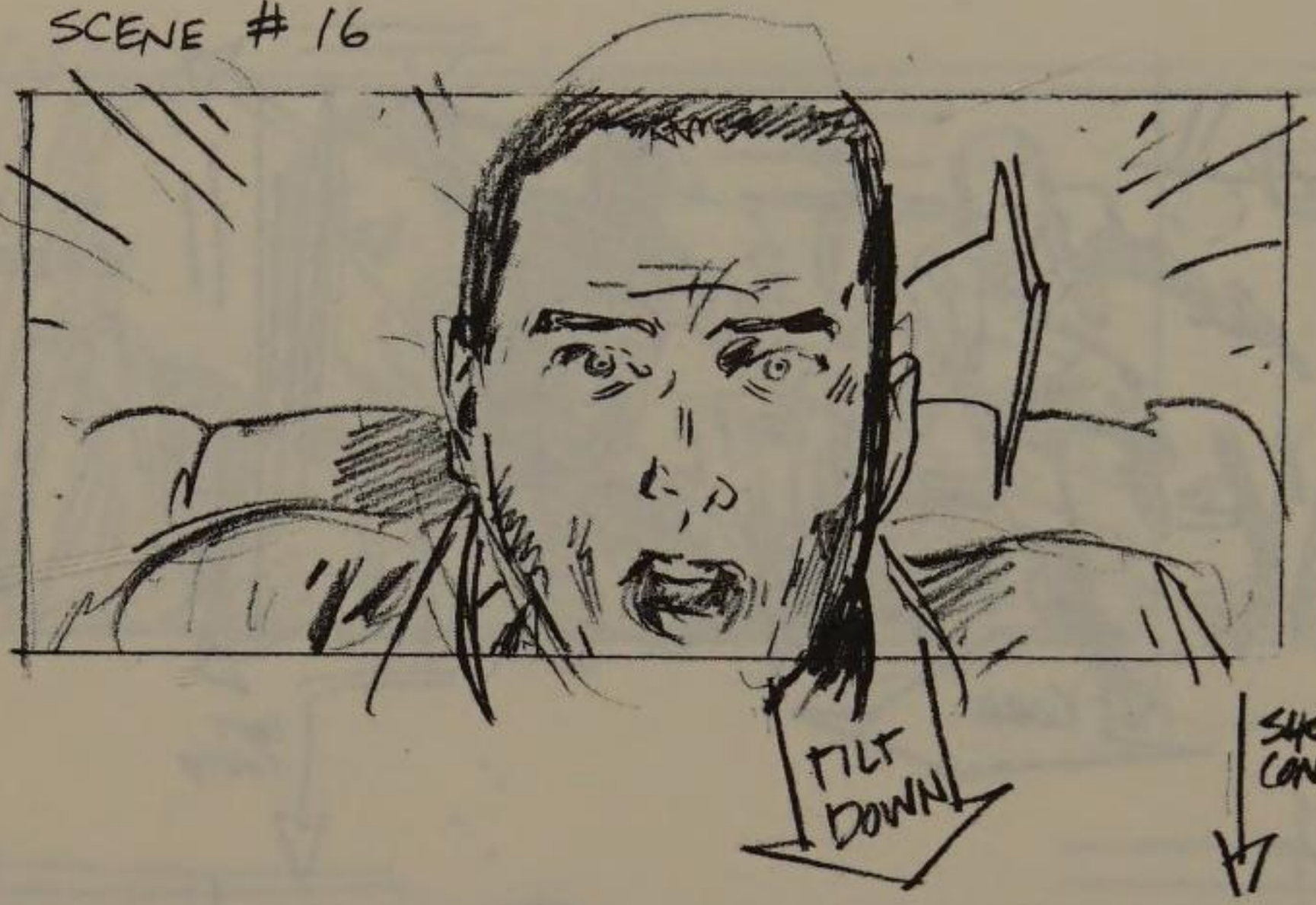
EXITS.

15-26

ARTHUR'S EYES STARE AT THE CEILING..

SCENE # 16

16-1A



INT. DIRTY BATHROOM: ARTHER'S EYES SNAP OPEN. TILT DOWN

16-1B

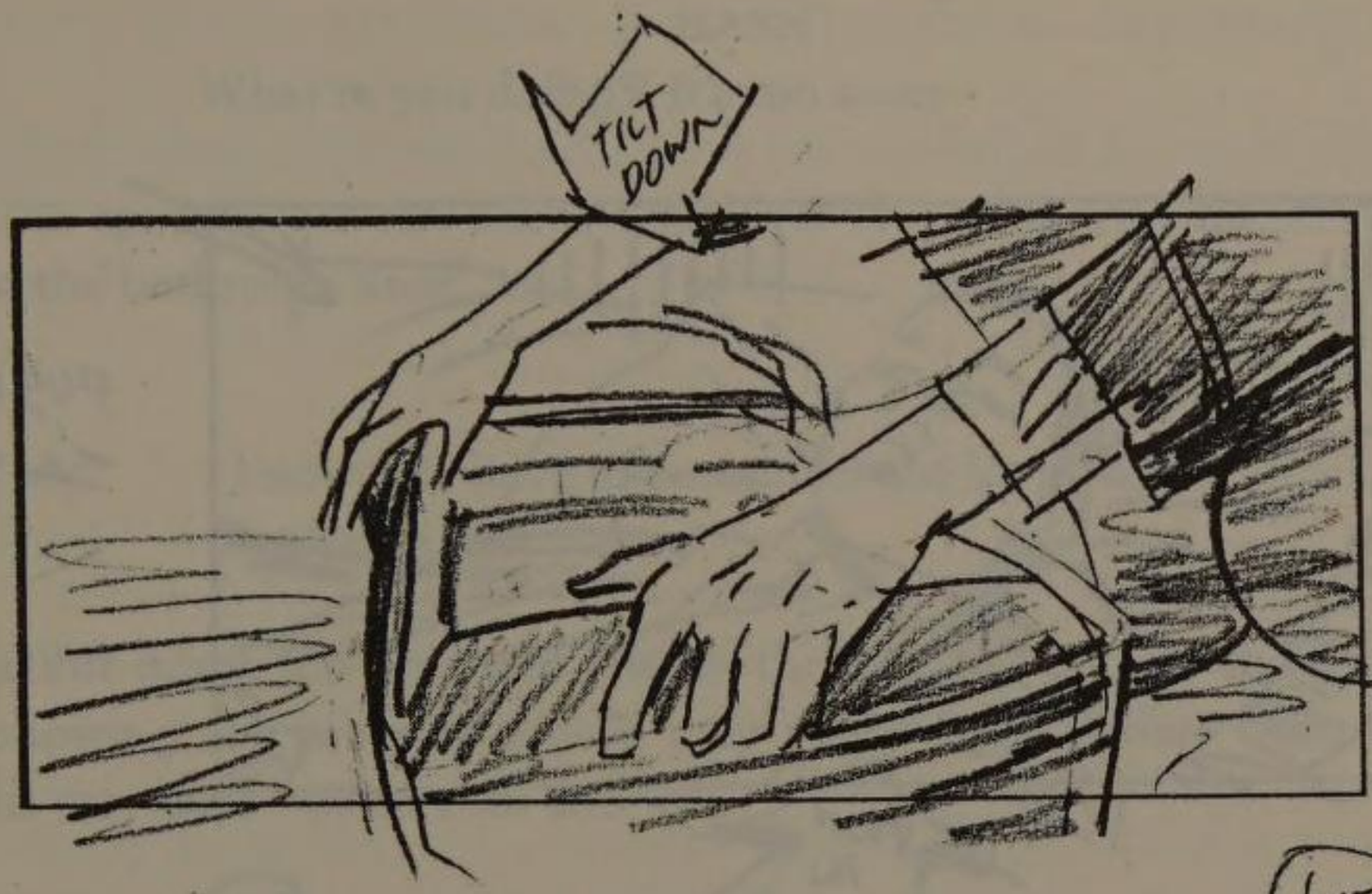
HE YANKS FROM THE TUBES.

16-2A

NASH

"WHAT'RE YOU DOING? IT'S TOO SOON—"

16-2B



ARTHUR GRABS CASE.

CUT

16-2C

RUNS TO THE DOOR.

SHOT CONTD

16-2D

OPENS IT...

SHOT CONTD.

16-2E

PUSH IN ON
SAITO

17-1A

COBB LURCH
DOWN THE

17-1B

HEADING TO
THE STAIRS

NASH

What're you doing?! It's too soon—

FLUID spurts from the tubes as Arthur STRUGGLES with the SILVER CASE on the bathroom floor.

ARTHUR

I know! We have to reconnect the loop before they wake up!

Arthur grabs the case and pushes through the door to the bedroom– following the tubes to where they meet Saito's wrist– SAITO LIES ON THE BED, ASLEEP. Saito STIRS and we–

CUT TO:

INT. JAPANESE CASTLE CORRIDOR—NIGHT

Cobb LURCHES towards the stairs, as all around him the building BUCKS and HEAVES–

INT. DINING ROOM, JAPANESE CASTLE—CONTINUOUS

Saito and the Guards PANIC. Mal walks calmly through the destruction, picks up the envelope and turns to Saito.

MAL

He was close. Very close.

EXT. GRAND STAIRCASE, JAPANESE CASTLE—CONTINUOUS

Cobb runs up the stairs, pulling out the SECOND ENVELOPE–

INT. DINING ROOM, JAPANESE CASTLE—CONTINUOUS

Saito RIPS open the envelope, pulls out sheets of paper. He looks at Mal, PANICKED. He turns to the Guards–

SAITO

Stop him!

Mal, confused, looks at the sheets of paper: THEY ARE BLANK. Mal smiles, amused.

INT. GRAND STAIRCASE, JAPANESE CASTLE—CONTINUOUS

As Cobb runs up the stairs he reads the TYPEWRITTEN SHEETS from his envelope, and we–

CUT TO:

INT. DILAPIDATED HOTEL ROOM—DAY

Arthur OPENS the silver case: a COMPLEX MECHANISM of TUBES, SYRINGES, DOSAGE CONTROLLERS. Arthur's hands fly across the machine's controls as he glances at Saito's STIRRING face–

ARTHUR
I'm not going to make it! Wake Cobb!

INT. FILTHY BATHROOM—CONTINUOUS

Nash turns to Cobb. Raises his hand and SMACKS him across the face, and we–

CUT TO:

INT. GRAND STAIRCASE, JAPANESE CASTLE—NIGHT

Cobb is SMASHED sideways off his feet...

INT. DINING ROOM, JAPANESE CASTLE—NIGHT

The CEILING CRACKS above Saito– he looks up as a TON of STONE floods down, CRUSHING HIM and we–

CUT TO:

INT. DILAPIDATED HOTEL ROOM—DAY

Saito's eyes FLICKER OPEN. AWAKE.

INT. FILTHY BATHROOM—CONTINUOUS

Nash SMACKS Cobb again–

NASH
He won't wake!

INT. DILAPIDATED HOTEL ROOM—CONTINUOUS

Arthur, crouched by Saito, connects the second tube.

ARTHUR

Dunk him!

A CLICK: Arthur looks up to find Saito with a gun to his head and a finger to his lips, gesturing silence...

INT. FILTHY BATHROOM—CONTINUOUS

Nash puts his hand on Cobb's forehead and PUSHES HIM BACKWARDS– as Cobb starts to FALL BACKWARDS in the chair we are in SLOW MOTION, and we–

CUT TO:

INT. GRAND STAIRCASE, JAPANESE CASTLE—NIGHT

Cobb, full speed, picks himself up, scrambling to read the last sheet of paper. He stares at it PUZZLED– bullets hit around him as the Guards race up the stairs and we–

CUT TO:

INT. FILTHY BATHROOM—DAY

Cobb, in SLOW MOTION, hits the WATER– head THRASHING as he goes under– and we–

CUT TO:

INT. GRAND STAIRCASE, JAPANESE CASTLE—NIGHT

Cobb glances up from the paper as WATER EXPLODES IN THROUGH ALL THE WINDOWS, FLOODING THE ENTIRE HALL–

COBB IS SWAMPED BY WATER, SPUN IN ALL DIRECTIONS AT ONCE– HE PULLS DEEPER OR FOR THE SURFACE, WE CAN'T TELL...

HE BREAKS THE SURFACE, GASPING FOR AIR IN THE BATHTUB IN THE–

INT. FILTHY BATHROOM—DAY

Cobb's AWAKE, GULPING AIR, getting his bearings.

Saito SMASHES into the room, KNOCKING Nash down– Cobb LAUNCHES himself out of the tub, FLYING dripping wet across the room to SLAM Saito against the door– the gun DROPS, Cobb's fist CONNECTS with Saito's jaw and the struggle is over.

INT. DILAPIDATED HOTEL ROOM—MOMENTS LATER

Cobb, wet but composed, sits, turning Saito's gun in his hand. Nash holds Saito's arms behind him. Outside, the sounds of RIOTING grow louder.

COBB

You came prepared.

SAITO

I bring the gun because not even my head of security knows this apartment. How did *you* find it?

Arthur, at the window, looks out at the WORSENING VIOLENCE.

COBB

Hard for a man in your position to keep a love nest totally secret... particularly when there's a married woman involved.

SAITO

She would never...

COBB

And yet, here we are.

Saito is silent.

COBB

With a dilemma.

SAITO

You got what you came for.

COBB

Not quite. The key piece of information wasn't there, was it, Mr. Saito?

Arthur looks over at Cobb, worried.

ARTHUR
They're getting closer, Cobb.

And we–

CUT TO:

INT. BULLET TRAIN COMPARTMENT—DAY

Todashi slips a pair of HEADPHONES over Nash's ears, then pulls out an MP3 player and we–

CUT TO:

INT. DILAPIDATED HOTEL ROOM—DAY

Saito's eyes are on the floor.

COBB
You held something back because you knew what we were up to...

Cobb uses the barrel of the gun to raise Saito's chin.

COBB
So why let us in at all?

Saito smiles, defiant. VIOLENT NOISES echo up the stairway...

SAITO
An audition.

COBB
Audition for what?

SAITO
It doesn't matter. You failed.

COBB
I extracted all the information you had in there.

SAITO
But your deception was readily apparent.

And we–

CUT TO:

INT. BULLET TRAIN COMPARTMENT—DAY

Todashi opens the SILVER BRIEFCASE, revealing the complex mechanism of syringes and controllers– FOUR CONTROLLERS DISPLAY COUNTDOWNS.

Todashi waits for the first countdown to hit "30," then HITS PLAY on the MP3 player– He watches Nash's sleeping face as he RAISES the volume...

Through Nash's headphones: the opening bars of Edith Piaf's "Non, je ne regrette rien," and we–

CUT TO:

INT. DILAPIDATED HOTEL ROOM—DAY

In the distant background, strange MASSIVE low-end MUSICAL TONES start, sounding like DISTANT HORNS...

SAITO
So leave me and go.

COBB
You know the corporation who hired us won't accept failure. We won't last two days...

The DISTANT, SLOWED-DOWN MUSIC is becoming LOUDER, as are the SHOUTS coming up the stairs. Arthur looks at his watch, its SLOW SECOND TICKING MARKS TIME WITH THE MASSIVE MUSIC.

ARTHUR
Come on, Cobb.

COBB
So now I have to do this the old-fashioned way—

Cobb GRABS SAITO AND PUTS HIS HEAD TO THE FLOOR, gun pressed into his cheek. Saito looks into Cobb's eyes– sees he *will* pull the trigger. Saito BLINKS, looks away in shame–

When he NOTICES SOMETHING. And starts LAUGHING.

SAITO
I've always hated this carpet.

Cobb's eyes flick to the carpet and back.

SAITO
It's stained and frayed in such distinctive ways...

Cobb looks up at Nash, who shrugs, at a loss.

SAITO
But very definitely made of *wool*. Right now I'm lying on polyester.

Cobb glares at Nash, and we–

CUT TO:

INT. BULLET TRAIN COMPARTMENT—DAY

Todashi watches the first of the countdowns hit ZERO– He looks up at Arthur, STIRRING, and we–

CUT TO:

INT. DILAPIDATED HOTEL ROOM—DAY

Saito turns from the carpet to look up at Cobb.

SAITO
Which means I'm not lying on *my* carpet, in *my* apartment...
(smiles)
You've lived up to your reputation, Mr. Cobb...
I'm still dreaming.

Cobb looks over to Arthur, but ARTHUR HAS VANISHED, and we–

CUT TO:

INT. BULLET TRAIN COMPARTMENT—DAY

Arthur's eyes flicker open, AWAKE. He RIPS at his tubes.

TODASHI
How'd it go?

ARTHUR
Not good.

Arthur checks the remaining three countdowns, and we–

CUT TO:

INT. DILAPIDATED HOTEL ROOM—DAY

Saito gets to his feet, looking admiringly at Cobb.

SAITO
A dream within a dream—I'm impressed.

Cobb lowers the gun. Defeated. Glances at his watch. The music REVERBERATES, the RIOTERS BANG ON THE DOOR, and we–

CUT TO:

INT. BULLET TRAIN COMPARTMENT—DAY

Arthur retracts the tubes into the case as he watches the next countdown hit ZERO, and we–

CUT TO:

INT. DILAPIDATED HOTEL ROOM—DAY

Another BANG on the door– Saito, confident now, approaches Cobb. Nash is behind Saito.

SAITO
But in my dream, we really ought to be playing by my rules...

NASH
Ah, yes, but you see, Mr. Saito—

Saito turns to Nash–

COBB
We're not in yo*ur* dream—

Saito turns back to Cobb, BUT COBB HAS VANISHED–

NASH
We're in mine.

Saito SPINS back to Nash– the DOOR SMASHES OFF ITS HINGES AS RIOTERS POUR INTO THE ROOM, SWARMING OVER NASH... BUT NASH IS GONE. The music DIES. Saito and the rioters stand there in the SILENCE, the light DWINDLING... and we–

CUT TO:

INT. BULLET TRAIN COMPARTMENT—DAY

Nash's eyes open, AWAKE.

ARTHUR (O.S.)
Asshole!

Nash BLINKS. Arthur is in his face, furious.

ARTHUR
How could you get the carpet wrong?!

NASH
It wasn't my fault!

ARTHUR
You're the *architect*—

NASH
I didn't know he was going to rub his damn cheek on it!

Cobb PULLS Arthur away from Nash.

COBB
Let's go.

ARTHUR
And you—what the hell was all that?

COBB
I had it under control.

ARTHUR
I'd hate to see out of control—

COBB
There's no time for this—I'm getting off at Kyoto.

ARTHUR

Why? He's not gonna search every compartment.

COBB

I can't stand trains.

Arthur moves to the briefcase. Turns a dial.

ARTHUR

I can keep him under for one minute—

Arthur hits a button– A PLUNGER DEPRESSES. Cobb RIPS the tape off Saito's wrist, ROLLS up his tubes. Arthur SLAMS the silver case shut. Todashi pulls open the door–

COBB

Every man for himself.

Arthur and Nash EXIT, heading in different directions down the corridor. Cobb hands Todashi a thick roll of CASH, looks at Saito, who STIRS. Cobb moves off.

EXT. JAPANESE COUNTRYSIDE—CONTINUOUS

The BULLET TRAIN speeds through the lush landscape.

INT. BULLET TRAIN COMPARTMENT—CONTINUOUS

Saito WAKES GENTLY. Looks around the compartment, empty but for Todashi, reading a comic. Saito looks down at his wrist. Sees a small mark. Rubs it. SMILES.

EXT. TOKYO—DUSK

Moving over the vast city towards a high rise. A HELICOPTER thumps into frame, heading for a pad on the roof.

INT. APARTMENT, TOKYO—CONTINUOUS

Cobb sits, waiting. Checks his watch, restless. He pulls a HANDGUN. Checks it is loaded. Places it on the table in front of him. Pulls out a PEWTER SPINNING TOP, SPINS it on the table... He INTENTLY STUDIES the top's spin... As he stares, the sound of a FREIGHT TRAIN builds and builds– the top WOBBLES, TIPS onto its side– the sound of the train STOPS. the PHONE RINGS– Cobb GRABS it–

CHILDREN'S VOICES (over phone)
Hi, Daddy! Hi, Dad.

COBB
Hey, guys. How are you?

CHILDREN'S VOICES (over phone)
Good. Okay, I guess.

Cobb closes his eyes, trying to picture his children: *INSERT CUT: COBB'S MEMORY– a LITTLE BLONDE BOY (3), back towards us, crouches IN A GARDEN, looks at something in the grass...*

COBB
Who's just okay? Was that James?

JAMES (over phone)
Yeah. When are you coming home?

COBB
I can't. Not for a while.

INSERT CUT: A LITTLE BLONDE GIRL (5), also FACE UNSEEN, joins JAMES, CROUCHING BESIDE HIM...

JAMES (over phone)
Why?

COBB
Well, James, like I've told you—I'm away because I'm working...

LITTLE GIRL (over phone)
Grandma says you're never coming back.

Cobb pauses. Takes a breath. *INSERT CUT: James and Philippa, FACES UNSEEN, lift their heads from the grass, responding to someone's call– they RUN AWAY FROM US ACROSS THE GARDEN...*

COBB
Philippa, can you ask Grandma to pick up the phone—

PHILIPPA (over phone)
She's shaking her head.

Cobb TENSES, as if about to SMASH the phone.

COBB
Well, we'll just have to hope Grandma's wrong about that won't we?

JAMES (over phone)
Daddy?

COBB
Yes?

JAMES (over phone)
Is Mommy with you?

Cobb looks like he just got punched– *INSERT CUT: COBB'S MEMORY– MAL, WIND BLOWING HER HAIR, SMILES CALMLY...*

COBB
No. No, we talked about this, James. Mommy's gone.

JAMES (over phone)
Where?

GRANDMA'S VOICE (over phone)
Time to go, kids. Say bye-bye—

COBB
I'll give some presents to Grandpa, okay? Just be good for—

Cobb STARES at the dead phone. Then DOWNS his drink– A KNOCK at the door. Cobb GRABS the top, the gun– MOVES to the door– cracks it: Arthur.

ARTHUR
Our ride's on the roof.

Cobb nods. Moves to pick up his bag. Arthur watches.

ARTHUR
Cobb... are you okay?

Cobb looks up.

COBB

Yeah, why?

ARTHUR

Down in the dream... Mal showing up like that...

COBB

Yeah. I'm sorry about your leg.

ARTHUR

It's getting worse, isn't it?

COBB

One apology's all you're getting, Arthur. Now, where's Nash?

ARTHUR

Hasn't shown. Wanna wait?

COBB

(shakes head)

We were supposed to deliver Saito's expansion plans to Cobol Engineering two hours ago. By now they know we failed. Time to disappear.

INT. CORRIDOR—CONTINUOUS

Cobb and Arthur head towards the elevator.

ARTHUR

Where will you go?

COBB

Buenos Aires. I can lie low there. Maybe sniff out a job when things quiet down. You?

ARTHUR

Stateside.

COBB

(wistful)

'Course. Send my regards.

Arthur looks at Cobb. Nods. Sympathetic.

EXT. ROOFTOP HELIPAD—NIGHT

The HELICOPTER sits, ROTORS SPINNING. As Cobb and Arthur reach the door, it SLIDES OPEN. Cobb steps up into the leather-padded interior. He freezes.

INT. HELICOPTER ON PAD—CONTINUOUS

Nash, BEATEN BLOODY, sits on the far side, slumped against the window. Beside him: SAITO. He nods politely at Cobb.

SAITO
He sold you out. Thought to come to me and bargain for his life...

Saito's BODYGUARD offers Cobb a GUN.

SAITO
So I offer you the satisfaction.

COBB
That's not how I deal with things.

SAITO
Would you work with him again?

Cobb shakes his head. Saito's BODYGUARDS PULL Nash from the chopper. Saito motions Cobb and Arthur to sit. The chopper RISES. Cobb watches Nash DRAGGED across the pad.

COBB
What will you do to him?

SAITO
Nothing. But I can't speak for your friends from Cobol Engineering.

Saito looks out at the city slipping by.

COBB
What do you want from us?

SAITO
Inception.

Arthur raises his eyebrows. Cobb is poker-faced.

SAITO

Is it possible?

ARTHUR

Of course not.

SAITO

If you can steal an idea from someone's mind,
why can't you plant one there instead?

ARTHUR

Okay, here's planting an idea: I say to you,
"Don't think about elephants."
(Saito nods)
What are you thinking about?

SAITO

Elephants.

ARTHUR

Right. But it's not *your* idea because you know I
gave it to you.

SAITO

You could plant it *subconsciously*—

ARTHUR

The subject's mind can always trace the genesis
of the idea. True inspiration is impossible to
fake.

COBB

No, it isn't.

SAITO

Can you do it?

COBB

I won't do it.

SAITO

In exchange, I'll give you the information you
were paid to steal.

COBB
Are you giving me a choice? Because I can find my own way to square things with Cobol.

SAITO
Then you do have a choice.

COBB
And I choose to leave.

EXT. AIRFIELD—MOMENTS LATER

The helicopter sets down next to a PRIVATE JET.

INT. HELICOPTER—CONTINUOUS

Saito indicates the plane.

SAITO
Tell the crew where you want to go, they'll file the plan en route.

Cobb and Arthur look at each other. Then move for the door.

SAITO
Mr. Cobb...? There is one other thing I could offer you.

(Cobb stops)

How would you like to go home? To America. To your children.

Cobb turns back to Saito.

COBB
You can't fix that. Nobody could.

SAITO
Just like inception.

Cobb considers this. Arthur touches his arm.

ARTHUR
Cobb, come on—

COBB
How complex is the idea?

SAITO

Simple enough.

COBB

No idea's simple when you have to plant it in someone else's mind.

SAITO

My main competitor is an old man in poor health. His son will soon inherit control of the corporation. I need him to decide to break up his father's empire. Against his own self-interest.

ARTHUR

Cobb, we should walk away from this.

COBB

If I were to do it. If I *could* do it... how do I know you can deliver?

SAITO

You don't. But I can. So do you want to take a leap of faith, or become an old man, filled with regret, waiting to die alone?

Cobb looks at Saito. Barely nods.

SAITO

Assemble your team, Mr. Cobb. And choose your people more wisely.

INT. PRIVATE JET—LATER

Cobb reclines his seat. Arthur picks at a salad, angry.

ARTHUR

I know how much you want to go home—

COBB

(sharp)

No, you don't.

ARTHUR

But this can't be done.

COBB
It can. You just have to go deep enough.

ARTHUR
You don't know that!—

COBB
I've done it before.

Arthur is taken aback. Cobb turns to the window.

ARTHUR
Did it work?

COBB
(quiet)
Yes.

ARTHUR
Who did you do it to?

Cobb looks at Arthur. Closed. Arthur shrugs.

ARTHUR
So why are we headed to Paris?

COBB
We're going to need a new architect.

INT. GREAT HALL, ÉCOLE D'ARCHITECTURE—MORNING

Cobb, carrying a shopping bag, looks into a lecture hall: no students, just a RUMPLED PROFESSOR hunched over paperwork.

INT. LECTURE HALL—CONTINUOUS

COBB (O.S.)
You never did like your office.

PROFESSOR MILES looks up, squinting. Recognizes Cobb.

MILES
No space to think in that broom cupboard.

Cobb steps down past the empty wooden rows.

MILES
Is it safe for you to be here?

COBB
Extradition between France and the U.S. is a bureaucratic nightmare.

MILES
I think they'd find a way to make it work in your case.

Cobb hand Miles the shopping bag.

COBB
Can you take these back for the kids?

MILES
It'll take more than the occasional stuffed animal to convince those children they still have a father.

COBB
I know. I thought you could talk to Marie about bringing them on vacation. Somewhere I could meet—

MILES
Why would she listen to me?

COBB
You were married for twenty years.

MILES
She blames me as much as you.

COBB
Doesn't she understand that my kids need me?

MILES
Yes, she does. We all do. Go back and face the music, Dom. Explain what Mal did.

COBB
Be realistic, Stephen. They'd never understand—they'd lock me up and throw away the key. Or worse.

MILES

You think what you're doing now is helping your case?

COBB

Lawyers don't pay for themselves. This is what I have. This is what you taught me.

MILES

I never taught you to be a thief.

COBB

No, you taught me to navigate other people's minds. But after what happened with Mal there weren't a whole lot of legitimate ways for me to use that skill.

Miles looks at Cobb.

MILES

Why did you come here, Dom?

Cobb shifts slightly.

COBB

I found a way home. A job. For powerful people. If I pull it off, I can get back to my family. But I need help.

Miles realizes something.

MILES

My God. You're here to corrupt one of my brightest and best.

COBB

If you have someone good enough, you have to let them decide for themselves. You know what I'm offering—

MILES

Money?

COBB

No, not just money: the chance to build cathedrals, entire cities—things that have never

existed, things that *couldn't* exist in the real world...

MILES

Everybody dreams, Cobb. Architects are supposed to make those dreams real.

COBB

That's not what you used to say. You told me that in the real world I'd be building attic conversions and gas stations. You said that if I mastered the dream-share I'd have a whole new way of creating and showing people my creations. You told me it would *free* me.

Miles looks at Cobb, sad.

MILES

And I'm *sorry*. I was wrong.

COBB

No, you weren't. Your vision was a vision of pure creativity. It's where we took it that was wrong.

MILES

And now you want me to let someone else follow you into fantasy.

COBB

They won't actually come on the job, they'll just design the levels and teach them to the dreamers.

MILES

Design them yourself.

COBB

Mal won't let me.

Miles looks at Cobb. Appalled.

MILES

Come back to reality, Dom. Please.

COBB
You want to know what's real, Stephen? Your grandchildren waiting for their dad to come back. This job—this *last* job—is how I get there.

Miles looks down, fiddles with his papers.

COBB
I wouldn't be standing here if there were any other way. I can get home. But I need an architect who's as good as I was.

Miles looks Cobb in the eye. Decides.

MILES
I've got someone better.

INT. CORRIDOR—LATER

Miles and Cobb stand by as STUDENTS file out of a lecture.

MILES
Ariadne...

A young woman carrying books turns. This is ARIADNE.

MILES
I'd like you meet Mr. Cobb.

She sizes him up with quick eyes. Offers her hand.

ARIADNE
Pleased to meet you.

MILES
If you have a few moments, Mr. Cobb has a job offer to discuss with you.

ARIADNE
A work placement?

COBB
(smiles)
Not exactly.

EXT. ROOFTOP, ÉCOLE D'ARCHITECTURE—MOMENTS LATER

Ariadne leans against the parapet, overlooking Paris. She unwraps a sandwich, watching Cobb pull out a pad of GRAPH PAPER and a PEN. He offers them. She bites her sandwich.

COBB

A test.

ARIADNE

(mouth full)

Aren't you going to tell me anything?

COBB

Before I describe the job, I have to know you could do it.

ARIADNE

Why?

COBB

It's not, strictly speaking, legal.

Ariadne raises her eyebrows.

COBB

You have two minutes to draw a maze that takes me one minute to solve.

Ariadne takes the pad and pen. Cobb looks at his watch.

COBB

Go.

She starts DRAWING LINES on the grid, constructing a maze.

COBB

Stop.

Ariadne hands the pad and pen to Cobb. He glances at the pad, then, looking her in the eye, TRACES the solution. She is taken aback. Cobb RIPS off the sheet, hands the pad back.

COBB

Again.

She traces straight lines, CONCENTRATING...

COBB

Stop.

She hands Cobb the pad, a touch pleased. Cobb solves the puzzle instantly, as before. Her smile falls.

COBB

You'll have to—

She GRABS the pad, frustrated... but this time she FLIPS it over and starts drawing on the BLANK CARDBOARD of the back. Cobb watches, surprised. He smiles as he sees that she's drawing CIRCLES, creating a maze based on concentric rings.

Ariadne hands back the pad, defiant. Cobb takes the pen, starts the maze. This time he gets stuck. Nods.

COBB
(working the maze)

More like it.

EXT. NARROW STREET, PARIS—DAY

Arthur stops at a warehouse door. Consults a piece of paper.

INT. WORKSHOP—CONTINUOUS

A large, dusty warehouse. The SLIDING DOOR cracks open. Arthur enters. Looks around, approvingly.

INT. SAME—LATER

Arthur DRAGS LAWN CHAIRS into the middle of the room. He erects a table. Lays out several SILVER CASES, unpacking them, laying out lines of tubing, MECHANISMS...

EXT. PARISIAN CAFE—DAY

Cobb and Ariadne sit at an outdoor table.

COBB

They say we only use a fraction of the true potential of our brains... but they're talking

about when we're *awake*. While we dream, the mind performs wonders.

ARIADNE

Such as?

COBB

How do you imagine a building? You consciously create each aspect, puzzling over it in stages... But sometimes, when your imagination *flies*—

ARIADNE

I'm *discovering* it.

COBB

Exactly. Genuine inspiration.

Cobb leans forwards and draws on the paper table cloth.

COBB

In a dream your mind *continuously* does that...

Cobb has drawn a circle made of two arrows.

COBB

It creates and perceives a world *simultaneously*. So well that you don't feel your brain doing the creating. That's why we can short-circuit the process...

ARIADNE

How?

COBB

By taking over the creating part.

Cobb draws a straight line between the two arrows.

COBB

This is where you come in. You build the world of the dream. We take the subject into that dream, and let him fill it with his subconscious.

ARIADNE

But are you trying to fool him that the dream is actually real life?

COBB

(nods)

While we're in there, we don't want him to realize he's dreaming.

ARIADNE

How could I ever get enough detail to convince him that it's real?

COBB

Our dreams feel real while we're in them. It's only when we wake up we realize things were strange.

Ariadne gestures around them–

ARIADNE

But all the textures of real life—the stone, the fabric... cars... *people*... your mind can't create all this.

COBB

It does. Every time you dream. Let me ask you a question: You never remember the beginning of your dreams, do you? You just turn up in the middle of what's going on.

ARIADNE

I guess.

COBB

So... how did we end up at this restaurant?

ARIADNE

We came here from...

Ariadne trails off, confused.

COBB

How did we get here? Where are we?

Ariadne THINKS, unable to remember. A FAINT RUMBLE begins.

ARIADNE
Oh my God. We're *dreaming*.

Cobb nods. The RUMBLE IS BUILDING.

COBB
Stay calm. We're actually asleep in the workshop. This is your first lesson in shared dreaming, remember?

Ariadne looks around, mind REELING. Cobb BRACES–

The restaurant VIOLENTLY FRAGMENTS, EXPLODING AND IMPLODING PARTICLES OF FURNITURE, WALLS, PEOPLE FLYING AROUND– Ariadne WONDERS at the MAYHEM WHIRLING around them– Cobb SHIELDS his head against the debris. She sees him–

ARIADNE
(shouting over noise)
If it's just a dream, why are you covering your—

Ariadne is WIPED FROM HER SEAT BY A MASSIVE BLAST and we–

CUT TO:

INT. WORKSHOP—DAY

Ariadne JOLTS awake.

COBB (O.S.)
Because it's never *just* a dream.

Ariadne turns to Cobb's voice. They are both sitting in the lawn chairs. Arthur watches over them.

COBB
And a face full of glass hurts like hell, doesn't it? While we're in it, it's real.

ARTHUR
That's why the military developed dream sharing—a training program where soldiers could strangle, stab and shoot each other, then wake up.

ARIADNE
How did architects get involved?

COBB
Someone had to design the dreams.
(to Arthur)
Let's go another five minutes—

ARIADNE
We were only asleep for five minutes? We talked for an hour at least...

COBB
When you dream, your mind functions more quickly, so time seems to pass more slowly.

ARTHUR
Five minutes in the real world gives you an hour in the dream.

COBB
Let's see how much trouble you can cause in five minutes.

And we–

CUT TO:

EXT. SAME PARISIAN STREET—DAY

Ariadne walks down the crowded street with Cobb. Cobb looks around at the street, the cafe, approving.

COBB
It's good. You've got the cafe, the layout... you forgot the book shop but pretty much everything else is here.

Ariadne looks at the passers-by.

ARIADNE
Who are the people?

COBB
They're projections of my subconscious.

ARIADNE

Yours?

COBB

Sure—*you* are the dreamer, *I* am the subject. My subconscious populates your world. That's one way we get at a subject's thoughts—his mind creates the people, so we can literally *talk* to his subconscious.

ARIADNE

How else do you do it?

COBB

Architecture. Build a bank vault or a jail, something secure, and the subject's mind will fill it with information he's trying to protect.

ARIADNE

Then you break in and steal it.

COBB

Exactly.

Ariadne wonders at the detail of the street.

ARIADNE

I love the concrete sense of things—

(stamps foot)

Real weight, you know? I thought a dream space would be all about the visual, but it's the *feel* of things. Question is, what happens as you start to mess with physics...

She CONCENTRATES on the street. The street starts to BEND IN HALF—the buildings on either side FOLDING IN until they form the INSIDE OF A CUBE OF CITY, GRAVITY FUNCTIONING INDEPENDENTLY ON EACH PLANE. Ariadne looks up (or down) at the people on the opposite city surface. Cobb watches her excitement.

ARIADNE

It's something, isn't it?

COBB
(quiet)
Yes. It is.

As they walk, Ariadne notices more and more of the projections STARING at her.

ARIADNE
Why are they looking at me?

COBB
Because you're changing things. My subconscious *feels* that someone else is creating the world. The more you change things, the quicker the projections converge on you.

ARIADNE
Converge?

COBB
They feel the foreign nature of the dreamer, and attack—like white blood cells fighting an infection.

ARIADNE
They're going to attack us?

COBB
Just you, actually.

They walk along the street to where it joins the next gravitational plane. They step up onto the different plane and walk down the street towards a river. As Ariadne approaches, steps emerge from the flagstone, and she leads Cobb up onto a small jetty. As she concentrates, pillars emerge and a BRIDGE starts to telescope out from the jetty. They step onto it as it grows. Cobb is impressed.

COBB
It's beautiful... but if you keep on changing things...

People crossing the bridge STARE at Ariadne. Several of them BUMP her shoulder as they pass.

ARIADNE
Mind telling your subconscious to take it easy?

COBB
That's why it's called *sub*conscious. I don't control it.

The bridge now spans the Seine. Cobb marvels at it.

COBB
Arched stone, iron pillars... it's...

Cobb pauses, thinking. Remembering.

INSERT CUT: Mal, hair blowing, turns to Cobb, smiling, laughing. He smiles back. They are on the same bridge.

COBB
I know this bridge. This place is real—
(serious)
You didn't imagine it, you *remembered* it...

ARIADNE
(nods)
I cross it every day on my way to the college.

COBB
Never recreate places from your memory.
Always imagine new places.

ARIADNE
You have to draw from what you know—

COBB
(tense)
Use pieces—a streetlamp, phonebooths, a type of brick—not whole areas.

Several people around them ECHO Cobb's attitude...

ARIADNE
Why not?

COBB
Because building dreams out of your own memories is the surest way to lose your grip on what's real and what's a dream.

ARIADNE

Did that happen to you?

Cobb says nothing. He stands there, staring at Ariadne. PEOPLE around her stop and look at her, hostile.

COBB

Look, this isn't about *me*—

Cobb reaches for Ariadne's arm, turns her to him–

ARIADNE

Is that why you need me to build your dreams?

A passerby GRABS Ariadne's shoulder–

COBB

Leave her alone—

More of the crowd join in, PULLING at Ariadne, holding her arms open– Cobb PULLS people off– the crowd PUSHES him away– Cobb sees someone WALKING PURPOSEFULLY through the crowd towards the helpless Ariadne– it is Mal. She approaches with even strides– Ariadne stares at her, uneasy.

ARIADNE

Wake me up, Cobb.

As Mal walks, she pulls out a LARGE KNIFE–

COBB

Mal, no!

ARIADNE

Wake me up!

Ariadne SCREAMS as Mal LUNGES at her with the knife and we–

CUT TO:

INT. WORKSHOP—DAY

Ariadne WAKES, BREATHING HARD. Arthur moves to her–

ARTHUR

It's okay.

ARIADNE

Why couldn't I wake?

ARTHUR

The only way to wake from inside the dream is to die.

Cobb, in the lawn chair opposite, PULLS his tubes out.

COBB

She'll need a totem.

ARIADNE

What?

ARTHUR

Some kind of personal icon. A small object that you can always have with you, and that no one else knows.

Cobb gets to his feet. Ariadne stares at him, furious. He heads to the bathroom.

ARIADNE

That's some subconscious you've got, Cobb.

(calls after him)

She's a real charmer!

ARTHUR

Sounds like you've met Mrs. Cobb.

ARIADNE

(surprised)

She's his wife?

Arthur nods, pulling off Ariadne's tubes.

ARTHUR

So. A totem. You need something small, potentially heavy...

INT. BATHROOM, WORKSHOP—CONTINUOUS

Cobb takes out his PEWTER SPINNING TOP. SPINS it on the marble counter...

INT. WORKSHOP—CONTINUOUS

Ariadne looks at Arthur, puzzled.

ARIADNE

Like a coin?

ARTHUR

Too common. You need something that has a weight or movement that only *you* know.

INT. BATHROOM, WORKSHOP—CONTINUOUS

Cobb STUDIES the spin of the top as it decays, becoming more and more ECCENTRIC...

INT. WORKSHOP—CONTINUOUS

ARIADNE

What's yours?

Arthur holds out a DIE.

ARTHUR

A loaded die.

Ariadne reaches for it– Arthur snatches it away–

ARTHUR

I can't let you handle it. That's the point. No one else can know the weight or balance of it.

ARIADNE

Why?

ARTHUR

So when you examine your totem...

INT. BATHROOM, WORKSHOP—CONTINUOUS

Cobb's spinning top WOBBLES OVER.

ARTHUR (O.S.)

You know, beyond a doubt, that you're not in someone else's dream.

Cobb GRABS it like a drowning man reaching for a lifeline.

INT. WORKSHOP—CONTINUOUS

Ariadne thinks this over.

ARIADNE

That's not an issue for me.

ARTHUR

Why not?

ARIADNE

Arthur, maybe you can't see what's going on, maybe you don't want to. But Cobb's got problems he's tried to bury down there. I'm not going to *open my mind* to someone like that.

Ariadne gets to her feet. Walks away.

COBB (O.S.)

She'll be back.

Arthur turns. Cobb is standing in the bathroom doorway.

COBB

I've never seen anyone pick it up so fast. And one reality won't be enough for her now. When she comes back, get her building mazes.

ARTHUR

Where will you be?

COBB

I've got to talk to Eames.

ARTHUR

Eames? But he's in Mombasa. Cobol's backyard.

COBB

Necessary risk.

ARTHUR

There are plenty of other thieves.

COBB

We don't just need a thief. We need a forger.

INT. GAMBLING DEN, MOMBASA—DAY

Crowded, bustling, smoke-filled. A westerner (40's), shabby suit, is squeezed in at a dice game. This is EAMES. He FIDDLES with his last two chips.

COBB (O.S.)
Rub them against each other all you like, they're not going to breed.

Eames looks up to see Cobb.

EAMES
You never know.

Eames tosses down his last chips. The dice are rolled...

COBB
Drink?

Eames loses.

EAMES
You're buying.

Cobb follows Eames. Eames mysteriously produces two stacks of chips and puts them down in front of the cashier. Cobb pulls one off the top, squints at the embossed name.

COBB
Your spelling hasn't improved.

Eames GRABS the chip. Hands it to the cashier.

EAMES
Piss off.

COBB
How's your handwriting?

Eames takes his money. Smiles at Cobb.

EAMES
Versatile.

EXT. STREET, MOMBASA—CONTINUOUS

Eames leads Cobb down the quiet street.

EAMES
Word is, you're not welcome in these parts.

COBB
Yeah?

EAMES
There's a price on your head from Cobol Engineering. Pretty big one, actually.

COBB
You wouldn't sell me out.

Eames looks at Cobb, offended.

EAMES
'Course I would.

COBB
(smiles)
Not when you hear what I'm selling.

EXT. BALCONY OF A COFFEE HOUSE—LATER

A ramshackle balcony overlooking a busy street. Eames pours.

COBB
Inception.

Eames's glass stops halfway to his mouth.

COBB
Don't bother telling me it's impossible.

EAMES
It's perfectly possible. Just bloody difficult.

COBB
That's what I keep saying to Arthur.

EAMES

Arthur? You're still working with that stick-in-the-mud?

COBB

He's a good point man.

EAMES

The best. But he has no imagination. If you're going to perform inception, you need imagination.

COBB

You've done it before?

EAMES

Yes and no. We tried it. Got the idea in place, but it didn't take.

COBB

You didn't plant it deep enough?

EAMES

It's not just about depth. You need the simplest version of the idea—the one that will grow naturally in the subject's mind. Subtle art.

COBB

That's why I'm here.

EAMES

What's the idea you need to plant?

COBB

We want the heir to a corporation to break up his father's empire.

EAMES

See, right there you've got various political motivations, anti-monopolistic sentiment and so forth. But all that stuff's at the mercy of the subject's prejudice—you have to go to the basic.

COBB

Which is?

EAMES

The relationship with the father.

(downs drink)

Do you have a chemist?

Cobb shakes his head.

EAMES

There's a man here. Yusuf. He formulates his own versions of the compounds.

COBB

Let's go see him.

EAMES

Once you've lost your tail.

(Cobb reacts)

Back by the bar, blue tie. Came in about two minutes after we did.

COBB

Cobol Engineering?

EAMES

They pretty much own Mombasa.

Cobb glances over the balcony.

COBB

Run interference. We'll meet downstairs in half an hour.

EAMES

Back here?

COBB

Last place they'd expect.

Eames downs his drink. Rises. Walks over to the Businessman.

EAMES

Freddy!

The Businessman looks up, awkward.

EAMES
Freddy Simmonds, it *is* you!

Cobb nonchalantly SLIPS over the balcony DROPPING HARD into the midst of the crowd on the street below.

EAMES
(looks harder)
Oh. No, it isn't.

The Businessman looks past Eames but Cobb has vanished.

EXT. STREET, MOMBASA—CONTINUOUS

Cobb stands up, PUSHES into the crowd– faces PEER at him– he moves, trying to blend– TURNS– a SECOND BUSINESSMAN is there.

COBB
(disarming smile)
Yes?

SECOND BUSINESSMAN
We need to—

Cobb HEAD BUTTS the Second Businessman, PUSHES past him–

The First Businessman races out of the bar, sees Cobb's wake, DIVES after him– Cobb RACES headlong through tight passageways, WEAVING through or KNOCKING into the locals...

He steps into a dark, crowded cafe, scanning the tables... the First Businessman enters, spots him. An AFRICAN MAN gets in Cobb's face, jabbering at him in Swahili– Cobb considers his options... the First Businessman DRAWS A GUN– Cobb bolts, steps up on a table and out an open window, SCRAMBLING into the alley outside...

Cobb LOOKS left, right... CUTS LEFT into a narrow, CROWDED alley– the alley NARROWS TO A DEAD END. Faces in the CROWD start to watch Cobb– PEOPLE start to SURROUND him– Cobb looks back the way he came– the two Businessmen are there, GUNS DRAWN–

Cobb sees a SMALL GAP between the buildings at the narrow end– he THROWS himself into it– gets STUCK HALFWAY...

The crowd bears down, GRABBING for him as Cobb struggles to SQUEEZE HIMSELF through the gap... Cobb's moving INCHES as his pursuers gain

YARDS... the Crowd is upon him– he BURSTS FREE, TUMBLING onto the next street, ROLLING out of sight.

Cobb Jumps to his feet– in a market square. TWO MORE BUSINESSMEN move towards him. Cobb BOLTS but a CAR SKIDS UP, BLOCKS HIS PATH– the door opens– SAITO IS IN THE BACK.

SAITO

Care for a lift, Mr. Cobb?

COBB

(jumping in)

What brings you to Mombasa, Mr. Saito?

SAITO

I have to protect my investment.

EXT. COFFEE HOUSE—MOMENTS LATER

Eames stands on the pavement. The car pulls up. Cobb beckons from the rear window. Eames looks at Saito. Back to Cobb.

EAMES

This is your idea of losing a tail?

COBB

(shrugs)

Different tail.

INT. WORKSHOP—DAY

Arthur sits at the table, working on a mechanism. A small COUGH prompts him to look up: Ariadne is there.

ARTHUR

He said you'd be back.

ARIADNE

I tried not to come.

ARTHUR

But there's nothing else quite like it.

ARIADNE

No paper, no pens... nothing between you and raw, direct creation.

Arthur picks up his mechanism.

ARTHUR
Shall we take a look at paradoxical architecture?

Ariadne nods, takes off her coat and we–

CUT TO:

INT. PENROSE STEPS—LATER

Arthur leads Ariadne down some busy steps in a large glass and steel ATRIUM in an office complex.

ARTHUR
You're going to have to master a few tricks if you're going to build three complete dream levels.

A SECRETARY DROPS some papers as they pass...

ARIADNE
What sort of tricks?

They take a tight turn and continue down the next flight.

ARTHUR
In a dream, you can cheat architecture into impossible shapes. That lets you create closed loops, like the Penrose Steps. The infinite staircase.

Ariadne FREEZES– THEY ARE IN THE EXACT SPOT THEY STARTED DESCENDING FROM, next to the Secretary gathering her papers.

Ariadne puzzles at the impossible construction of the stairs.

ARTHUR
See...

Arthur stops her gently– they are on the highest step, with a LARGE DROP to the next step. Arthur gestures at the drop.

ARTHUR

Paradox. A closed loop like this helps you disguise the boundaries of the dream you've created.

ARIADNE

How big do the levels have to be?

ARTHUR

Anything from the floor of a building, to an entire city. But it has to be complicated enough for us to hide from the projections.

ARIADNE

A maze.

ARTHUR

And the better the maze—

ARIADNE

The longer we have before the projections catch us.

Ariadne looks around. Sees people LOOKING at Arthur.

ARIADNE

My subconscious seems polite enough.

ARTHUR

You wait, they'll turn ugly. No one likes to feel someone else messing around in their mind.

ARIADNE

Cobb can't build anymore, can he?

ARTHUR

I don't know if he can't, but he won't. He thinks it's safer if he doesn't know the layouts.

ARIADNE

Why?

ARTHUR

He won't tell me. I think it's Mal. I think she's getting stronger.

ARIADNE

His ex-wife?

ARTHUR

She's not his ex.

ARIADNE

They're still together?

Arthur turns to Ariadne. Gentle.

ARTHUR

No. No, she's dead, Ariadne. What you see in there is just his projection of her.

ARIADNE

What was she like in real life?

ARTHUR

(quiet)

She was lovely.

CUT TO:

EXT. ROOFTOP, OLD TOWN, MOMBASA—DAY

Saito deposits a FILE in front of Cobb: PHOTOS, DOCUMENTS. As Cobb runs through them, he passes them to Eames.

SAITO

Robert Fischer, 32. Heir to the Fischer Morrow energy conglomerate. He's spent his whole life being groomed as successor—breaking up his father's empire will take a radical shift in his thinking.

COBB

What's your problem with Fischer?

SAITO

That's not your concern.

COBB

This isn't the usual corporate espionage, Mr. Saito. This is *inception*. The seed of the idea we

plant will grow in this man's mind. It'll change him. It might even come to define him.

Saito looks at Cobb.

SAITO

My sources suggest you might not have always been so cautious.

COBB

Then you need new sources, Mr. Saito.

Saito considers Cobb. Shrugs.

SAITO

Fischer Morrow has the regulators in their pockets. We're the last company standing between them and total energy dominance and we can no longer compete. Soon they'll control the energy supply of half the world. They'll be able to blackmail governments, dictate policy. In effect, they become a new superpower. The world needs Robert Fischer to change his mind.

EAMES

That's where we come in. How's Robert Fischer's relationship to his father?

SAITO

Rumor is the relationship is complicated.

COBB

We'll need more than rumor, Mr. Saito.

Eames picks up a photo: a distinguished executive (68).

EAMES

Can you get me access to him? Browning. Fischer senior's right-hand man. Fischer junior's godfather.

SAITO

It should be possible. If you can get the right references.

EAMES
References are something of a specialty for me, Mr. Saito.

EXT. DECREPIT BUILDING, MOMBASA—LATER

Eames leads Cobb and Saito down uneven steps to a doorway.

INT. STAIRWELL—CONTINUOUS

Peeling paint, buzzing flies. They ascend to a dusty, wire-reinforced glass door which Eames pushes open–

INT. PHARMACY—CONTINUOUS

Row upon row of wooden shelves holding hundreds of dusty glass bottles of all shapes and colors. At the far end, a portly 40-year-old man rises from behind his desk, beckoning. This is YUSUF.

YUSUF
Come, come.

Eames shakes Yusuf's hand. Yusuf stops at Cobb.

YUSUF
Ah, yes. Mr. Cobb. I've heard so very much about you.
(indicates chairs)
Please.

Yusuf chases a CAT off Saito's chair.

YUSUF
Bloody cats.

Yusuf moves to a shelf and runs his fingers over the glass bottles. None of them has a label.

YUSUF
You work using Somnacin, I think, Mr. Cobb?

COBB
You're well informed, Mr. Yusuf.

Yusuf places a bottle on the desk in front of Cobb.

COBB
(dubious)
Somnacin?

YUSUF
(proudly)
Yusuf's Somnacin.

Yusuf pulls the stopper, holds it towards Cobb's nose.

COBB
As good as the real thing?

Yusuf WHIPS the bottle away from Cobb, offended.

YUSUF
Better.

Yusuf holds the bottle to the light, marveling.

YUSUF
Binds the dreamers tight. Let's them dream as one. Makes it real. Of course, if you'd prefer, you could use Somnacin brand. *If* you could explain to the international control council what you wanted it for.

Yusuf puts the bottle back onto the shelf. Sits.

YUSUF
You are seeking a chemist?
(Cobb nods)
To formulate compounds for a job?

COBB
And to come into the field with us.

YUSUF
I rarely go into the field, Mr. Cobb.

COBB
We need you there to tailor compounds to our particular requirements.

YUSUF
Which are?

COBB

Great depth.

YUSUF

A dream within a dream? Two levels?

COBB

Three.

YUSUF

Not possible. That many dreams within dreams would be too unstable.

COBB

I've done it before. You just have to add a sedative.

YUSUF

A *powerful* sedative. How many team members?

COBB

Five.

SAITO

Six.

(to Cobb)

The only way to know you've done the job is if I go in with you.

COBB

There's no room for tourists on these jobs, Mr. Saito.

SAITO

This time, it would seem there is.

Cobb looks at him, uneasy. Yusuf pulls out another bottle.

YUSUF

Of course. I use it every day.

Yusuf hands it to Cobb, who considers the white liquid inside.

COBB

For what?

Yusuf beckons them further into the pharmacy, to a METAL DOOR. He STOPS– second thoughts.

YUSUF
Perhaps... you will not want to see.

Cobb motions to continue. Yusuf pulls out a large key.

INT. BACK ROOM, PHARMACY—CONTINUOUS

A dark room with ROWS of low COTS. Each with a sleeping occupant. Tubes connect their wrists. An ELDERLY BALD MAN watches over them.

EAMES
(counting)
Eighteen, twenty—all connected, bloody hell.

YUSUF
They come every day. To share the dream.

Yusuf nods at the Elderly Bald Man, who moves to the nearest bed. Reaches out to the OCCUPANT. Gives his face a FIRM SLAP. The sleeper does not even stir.

YUSUF
See? Very stable.

COBB
How long do they dream?

YUSUF
Three, four hours. Every day.

COBB
How long in dream time?

YUSUF
With this compound... about forty hours. Each and every day.

Saito surveys the room, appalled.

SAITO
Why do they do it?

YUSUF
Tell him, Mr. Cobb.

COBB
After a while...
(looks at Saito)
It becomes the only way you *can* dream.

YUSUF
Do *you* still dream, Mr. Cobb?

Cobb STARES at the sleepers. Uneasy.

EAMES
They come here every day to sleep?

ELDERLY BALD MAN (O.S.)
No.

Cobb turns to the Elderly Bald Man, who looks fondly at his dreamers.

ELDERLY BALD MAN
They come to be *woken up*... the dream has become their reality...

The Elderly Bald Man pokes a crooked finger at Cobb's chest.

ELDERLY BALD MAN
And who are *you* to say otherwise?

Cobb STARES at the Elderly Bald Man. DISTURBED. Cobb turns to Yusuf. TOSSES him the bottle.

COBB
Let's see what you can do.

INT. SAME—MOMENTS LATER

Cobb is lying on an empty cot, asleep. Yusuf stands over him. As we move in on Cobb's SLEEPING FACE we hear the sound of a FREIGHT TRAIN, BUILDING, and we–

CUT TO:

EXT. WASTELAND—DAY

CLOSE ON Cobb's face as he lies, EYES CLOSED, cheek pressed to a METAL RAIL– THE SOUND OF THE TRAIN IS DEAFENING– Cobb is BREATHING, BREATHING, BREATHING, and we–

CUT TO:

INT. BACK ROOM, PHARMACY—DAY

Cobb's eyes open. Yusuf is watching him.

YUSUF

Sharp, no?

Cobb nods. Gets to his feet, looking around–

INT. BATHROOM, PHARMACY—CONTINUOUS

Cobb SPLASHES water on his face, breathing hard– *INSERT CUT: A CURTAIN BILLOWS. MAL TURNS TO US, HAIR BLOWING, SMILING.* Cobb fumbles in his pockets, pulls out his spinning top. He tries to set it spinning on the back edge of the sink, but it FALLS to the floor and rolls towards the door– Saito is there. WATCHING Cobb. He looks down at the spinning top.

SAITO

Everything alright, Mr. Cobb?

Cobb dries his face with a paper towel. Picks up his top.

COBB

Everything's fine.

INT. BACK ROOM, WORKSHOP—NIGHT

Close on a small BRASS CHESS PIECE. Ariadne tips it over. Frowning, she picks up a micro drill, peels back the felt on the bottom and widens a hole in one side of its base. Tests the TIPPING POINT again. A NOISE makes her look up.

INT. WORKSHOP—CONTINUOUS

Ariadne comes into the main space. Someone is there, unpacking one of the MECHANISMS. Cobb.

ARIADNE

You're back.

Cobb looks up with a start. Caught out.

ARIADNE

Are you going under on your own?

COBB

I just—I need to test some things. I didn't realize anyone was here.

ARIADNE

Just working on my totem.

Ariadne holds up the chess piece. Cobb reaches for it.

COBB

Let me see—

Ariadne SNAPS it out of his reach. Smiles. Cobb nods.

COBB

You're learning.

ARIADNE

It's an elegant solution to keeping track of reality. Your invention?

COBB

No. Mal's.

Cobb pulls out his spinning top. Looks at it.

COBB

This one was hers. She'd spin it in a dream and it would never topple. Just spin and spin...

ARIADNE

Arthur told me she died.

COBB
She did. How are the mazes coming?

Ariadne indicates three large ARCHITECTURAL MODELS.

ARIADNE
Good. Each level relates to the part of the subject's subconscious we're trying to access. I'm making the bottom level a hospital, so that Fischer will bring his father there—

COBB
Don't tell me. Remember, you only want the dreamer to know the layout.

ARIADNE
Why's that so important?

COBB
In case one of us brings in part of *our* subconscious. You wouldn't want any projections knowing the layout—

ARIADNE
In case *you* bring Mal in.

Cobb says nothing.

ARIADNE
You won't build yourself because if you know the maze, then she knows it. And she'd sabotage the operation. You can't keep her out, can you?

Cobb says nothing.

ARIADNE
Do the others know?

COBB
No.

ARIADNE
You have to warn them if it's getting worse—

COBB
(gentle)
I didn't say it's getting worse. Look, Ariadne, I need them for this job. I need *you* for this job. Without your help, I'll never get back to my children. And that's all I can care about right now.

ARIADNE
Why can't you go home, Cobb?

Cobb looks at her, deciding what to say.

COBB
They think I killed her.

ARIADNE
How did she die?

Cobb thinks.

INSERT CUT: Mal, wind BLOWING her hair, smiles at Cobb. Now we see Cobb– SHAKING HIS HEAD, TEARS STREAMING, BEGGING–

COBB
Thank you.

ARIADNE
For what?

COBB
Not asking whether I did.

INT. WORKSHOP—DAY

Ariadne, Arthur, Yusuf, Eames and Saito sit around the room, looking at FILES. Cobb presides.

COBB
The mark is Robert Fischer, heir to the Australian energy conglomerate, Fischer Morrow.

Cobb opens a large presentation pad.

COBB (reads aloud)

"I WILL SPLIT UP MY FATHER'S EMPIRE."

Cobb turns to the team.

COBB

An idea Robert Fischer's conscious mind would never accept. We have to plant it deep in his subconscious.

ARTHUR

How deep?

COBB

Three levels down.

ARTHUR

A dream within a dream within a dream? Is that even possible?

COBB

Yes. It is.

COBB

Now, the subconscious motivates through emotion, not reason, so we have to translate the idea into an *emotional* concept.

ARTHUR

How do you translate a business strategy into an emotion?

COBB

That's what we have to figure out. Robert and his father have a tense relationship. Worse, even, than the gossip columns have suggested...

EAMES

Do you play on that? Suggest breaking up his father's company as a 'screw you' to the old man?

COBB

No. Positive emotion trumps negative emotion every time. We *yearn* for people to be reconciled, for catharsis. We need *positive* emotional logic.

Eames thinks. Paces. Looking back at the board.

EAMES
Try this... "MY FATHER ACCEPTS THAT I WANT TO CREATE FOR MYSELF, NOT FOLLOW IN HIS FOOTSTEPS."

COBB
That might work.

ARTHUR
Might? We'll have to do better than that.

EAMES
Thanks for the contribution, Arthur.

ARTHUR
Forgive me for wanting a little specificity, Eames.

COBB
Inception's not about specificity. When we get inside his head, we're going to have to work with what we find.

Arthur shrugs, frustrated. And we–

CUT TO:

EXT. NEW YORK STREETS—DAY

The team are in the middle of a DESERTED intersection. Ariadne is showing Yusuf aspects of the geography.

EAMES
We could split the idea into emotional triggers, and use one on each level.

COBB
How do you mean?

EAMES
On the top level, we open up his relationship with his father.... Say: "I WILL NOT FOLLOW IN MY FATHER'S FOOTSTEPS." Next level down we've accessed his ambition and self-esteem.

We feed him: "I WILL CREATE SOMETHING MYSELF." Then, the bottom level, we bring out the emotional big guns...

COBB

"MY FATHER DOESN'T WANT ME TO BE HIM."

EAMES

That could do it.

ARTHUR

How do you produce these emotional triggers?

EAMES

I forge each emotional concept in the style and manner of Peter Browning, a key figure in Fischer's emotional life.

Two AFRICAN PEDESTRIANS wander into view.

ARTHUR

Are those yours?

Eames shakes his head. Cobb turns to Yusuf.

ARTHUR

Yusuf?

YUSUF

Yup. Sorry.

COBB

Suppress them. We don't bring our own projections into the dream—we let Fischer's subconscious supply the people.

EAMES

Saito, when do I get to see Browning?

SAITO

You fly out to Sydney on Tuesday. We've arranged for you to spend several days...

INT. ANTEROOM, MAURICE FISCHER'S OFFICE—DAY

Eames sits in the crowded room. Boxes and files are piled high. Browning stands by a pair of double doors.

SAITO (V.O.)
...as part of a consulting litigation team working for Browning.

BROWNING
I'm not smelling settlement here—we take them down.

LAWYER
Mr. Browning, Maurice Fischer's policy is always one of avoiding litigation—

Browning turns to the lawyer. Calm, but POWERFUL.

BROWNING
Shall we relay your concerns directly to Maurice?

Browning opens the doors to Maurice Fischer's inner office. Eames leans in to watch as Browning beckons the Lawyer into–

INT. MAURICE FISCHER'S INNER OFFICE—CONTINUOUS

The office is a MAKESHIFT HOSPITAL ROOM: a BED where the desk should be. Browning addresses a figure at the window. ROBERT FISCHER, 30's, abstracted.

BROWNING
How is he?

Fischer turns to Browning. Motions silence, as he glances at his FATHER in the bed. Wheezing gently.

BROWNING
I don't want to bother him unnecessarily but I know he—

FATHER
Robert! I've told you to keep out the damn!—

MAURICE LASHES OUT, KNOCKING things from his bedside table. A NURSE calms Maurice as Fischer crouches to retrieve a FRAMED PHOTOGRAPH. He looks at the photo through the broken glass– a YOUNG BOY holds a PINWHEEL CLEARLY MADE BY A CHILD (each of the points is numbered in pen), his FATHER blows on it.

BROWNING
Must be a cherished memory of his—

FISCHER
I put it by his bed. He hasn't even noticed.

BROWNING
Robert, we have to talk about a power of attorney. I know this is hard for you, but it's important that we start to think about the future—

FISCHER
Not now, Uncle Peter.

Browning looks at Fischer, considering. Biding his time.

EAMES (V.O.)
The vultures are circling. The sicker Maurice Fischer becomes, the stronger Peter Browning becomes...

Eames WATCHES Browning, STUDYING his every move.

INT. BATHROOM—DAY

Eames gestures at a mirror, as if offering to shake hands...

EAMES (V.O.)
I've had time to learn Browning's physical presence and mannerisms...

In the mirror: BROWNING GESTURES BACK.

INT. WORKSHOP—CONTINUOUS

EAMES
Now, in the dream, I can impersonate Browning and suggest the concepts to Fischer's conscious mind...

EAMES

(draws a diagram)

Then we take Fischer down another level and his own subconscious feeds it right back to him.

ARTHUR

(impressed)

So he gives *himself* the idea.

EAMES

Precisely. That's the only way to make it stick. It has to seem *self-generated.*

ARTHUR

Eames, I'm impressed.

EAMES

Your condescension, as always, is much appreciated, Arthur.

CUT TO:

INT. DESERTED HOTEL LOBBY—DAY

The team sit on the steps of the large marble lobby, debating. Ariadne is showing Arthur the lobby.

EAMES

He's not scheduled for surgery, no dental, nothing.

COBB

I thought he had some knee thing?

EAMES

Nothing they'd put him under for. Besides, we need a good ten hours.

SAITO

Sydney to Los Angeles.

They turn to Saito.

SAITO
Twelve hours and forty-five minutes—one of the longest flights in the world. He makes it every two weeks...

EXT. AIRFIELD—DAY

Fischer steps out of a black town car and walks across the tarmac towards a GULFSTREAM JET, accompanied by two aides.

COBB (V.O.)
Surely he flies private?

SAITO (V.O.)
Not if there were unexpected maintenance with his plane.

Fischer is met at the steps by a DISTRAUGHT FLIGHT OFFICER.

INT. HOTEL LOBBY—DAY

Cobb chews this over. Arthur comes over.

ARTHUR
It'd have to be a 747.

COBB
Why?

ARTHUR
On a 747 the pilots are up above, first class is in the nose so nobody walks through the cabin. We'd have to buy out the whole cabin, and the first class flight attendant—

SAITO
We bought the airline.

Everyone turns to Saito.

SAITO
It seemed... neater.

COBB
Neater, huh?
(gets to his feet)

Well, now we have ten uninterrupted hours.
(to Ariadne)
Nice lobby, by the way.

And we–

CUT TO:

INT. WORKSHOP—DAY

The group is back in the workshop, deep in discussion.

ARTHUR
My question is how we go down three layers with enough stability. Three layers down a little turbulence is gonna translate into an *earth-quake*. The dreams are gonna collapse with the slightest disturbance.

Yusuf clears his throat.

YUSUF
Sedation. For sleep stable enough to create three layers of dreaming...

INT. MAKESHIFT LAB—DAY

Yusuf depresses a plunger. Arthur is SLEEPING in a chair.

YUSUF (V.O.)
We will have to combine it with an extremely *powerful sedative....*

Eames SLAPS Arthur, HARD. Arthur does not stir.

INT. WORKSHOP—DAY

Arthur unconsciously rubs his cheek.

YUSUF
The compound we'll be using to share the dream is an advanced Somnacin derivative. It creates a very clear connection between dreamers, whilst actually accelerating brain function.

COBB
Buying us more time in each level.

YUSUF
Brain function in the dream will be about twenty times normal. And when you go into a dream within that dream the effect is compounded.

ARIADNE
How much time?

YUSUF
Three dreams... that's ten hours, times twenty, times twenty, times twenty...

EAMES
Math was never my strong suit.

COBB
It's basically a week one layer down, six months two layers down—

ARIADNE
And *ten years* in the third level. Who wants to spend ten years in a dream?

YUSUF
Depends on the dream.

EAMES
It's not going to take us long to crack Fischer open once we get going. We'll be out in a couple days, max.

ARTHUR
How do we get out once we've made the plant?
(to Cobb)
I hope you've got something a little more elegant in mind than shooting me in the head like last time.

Arthur tilts back in his chair. Yusuf turns to Cobb.

COBB
A kick.

ARIADNE
What's a kick?

Eames slips his foot under Arthur's chair leg. TIPS it– Arthur's legs SHOOT UP INSTINCTIVELY for balance–

EAMES
That, Ariadne, would be a kick.

COBB
That feeling of falling which snaps you awake. We use that to jolt ourselves awake once we're done.

ARTHUR
But how are we going to feel that through the sedation?

YUSUF
That's the clever part. I customize the sedative...

INT. MAKESHIFT LAB—DAY

Cobb, Eames and Yusuf watch Arthur, ASLEEP, in a chair.

YUSUF (O.S.)
To leave inner ear function unimpaired...

Yusuf, with a wicked grin, slowly TIPS Arthur's chair backwards... as he falls, Arthur's body JERKS, EYES OPENING just before he HITS the floor.

INT. WORKSHOP—DAY

Arthur thinks, nodding slowly.

YUSUF
That way, however deep the sleep, the sleeper will still feel falling...

INT. MAKESHIFT LAB—DAY

Yusuf gleefully LEANS a SLEEPING ARTHUR to one side...

YUSUF (V.O.)
Or tipping...

Arthur goes down with a CRASH, JERKING AWAKE–

INT. WORKSHOP—DAY

Arthur thinks this through.

ARTHUR
Even that won't cut through *three* layers of deep sleep.

COBB
The trick is to devise a kick for each level, then *synchronize* them to get a snap that penetrates all three layers.

Arthur looks at Cobb, getting it.

ARTHUR
We can use the musical countdown to synchronize the different kicks.

INT. WORKSHOP—NIGHT

Ariadne comes into the darkened main space. Cobb is lying on one of the chairs, asleep. Plugged into the mechanism. Ariadne stands over him. Watching.

She opens the case, PULLS one of the tubes, sits, checking the dials as she injects the needle cap into her arm, and we–

CUT TO:

INT. CAGE STYLE ELEVATOR—DAY

Ariadne ascends. She looks at the buttons. Spots the "B." The elevator STOPS. She looks through the grill at–

INT. YOUNG GIRL'S BEDROOM—DAY

Ariadne pulls back the grill and walks across the room, considering the dusty furnishings. At the window is a doll's house, front slightly ajar. Ariadne opens it. Inside is a SAFE. She tries it. LOCKED. A NOISE STARTLES her– she turns, looking through a doorway into another room...

INT. LIVING ROOM—CONTINUOUS

Ariadne looks into the room to see Cobb and Mal talking, arguing. A private moment. Mal brushes at Cobb's hair, trying to convince him. We hear snatches of conversation–

MAL
You remember when you asked me to marry you?

COBB
Of course...

MAL
You said you had a dream...

COBB
That we'd grow old together.

MAL
And we can. You know how to find me... you know what you have to do.

Cobb is shaking his head, gently. Mal looks into Cobb's eyes– gentle, loving... Mal SPOTS Ariadne spying on them. FREEZES, staring, hostile. Cobb turns, sees Ariadne, moves towards her, leaving Mal.

COBB
You shouldn't be in here.

Cobb guides her back into the elevator.

ARIADNE
I wanted to know what "tests" you need to do on your own every night.

INT. CAGE STYLE ELEVATOR—DAY

Cobb shuts the CAGE DOOR. Ariadne hits a button. The elevator RISES. Through the GRILL Ariadne can see a BEACH stretching off into the distance. The elevator stops. Mal sits on the sand. Beside her, the two children are crouched, away from us, building a SANDCASTLE.

ARIADNE
Why do you do this to yourself?

COBB
This is the only way I can still dream.

ARIADNE
Is it so important to dream?

Cobb stares at his family.

COBB
In my dreams... we're still together.

The kids, WITHOUT TURNING AROUND, jump up and RUN AWAY.

INT. CAGE STYLE ELEVATOR—CONTINUOUS

The elevator descends.

ARIADNE
But these aren't just dreams, are they? They're memories. You said never to use memories.

COBB
And I shouldn't.

ARIADNE
You're keeping her alive.

COBB
No.

ARIADNE
You can't let her go.

COBB
No. These are moments I regret. Moments I turned into dreams so I could change them.

Ariadne's fingers move across the buttons– stop at the "B."

ARIADNE
What've you got buried down there that you regret?

Cobb pushes her hand away. Hits the third floor button.

COBB

There's only one thing I need you to understand about me...

INT. KITCHEN, COBB AND MAL'S HOUSE—MOMENTS LATER

Ariadne follows Cobb into the kitchen. A THIN MAN is there, standing by the table. He holds a FOLDED PIECE OF PAPER.

ARIADNE

This is your house?

COBB

Mine and Mal's.

ARIADNE

Where is she?

COBB

She'd already died.

The Thin Man offers Cobb the piece of paper. A CHILD'S SHOUT– Cobb TURNS. Ariadne follows his gaze to the garden. A small blonde boy faces away from them, crouched on his haunches to look at something on the ground.

COBB

It's James. My boy. He's found something. Maybe a worm.

A slightly older girl RUNS into view.

COBB

And there's Philippa.

She crouches beside the boy. Their FACES ARE AWAY FROM US. They point and discuss whatever is on the ground.

COBB

I thought about calling out, so they'd turn and smile those incredible smiles... but I'm out of time—

The Thin Man thrusts the paper into Cobb's hand.

THIN MAN
Right now. Or never, Cobb.

Cobb nods, turns from the window–

COBB
Then I panic that I'll always wish I'd seen them turn, that I can't waste this chance...

Cobb TURNS BACK to call out– but the children RACE OFF...

COBB
But the moment's passed. And whatever I do, the dream's always the same... When I'm about to call... they run.

Cobb watches them run off, calling for grandma, FACES UNSEEN.

COBB
If I'm going to see their faces again—I've got to get back here in the real world...

Behind him, Ariadne SLAMS the grill shut. Cobb TURNS.

INT. CAGE STYLE ELEVATOR—CONTINUOUS

Ariadne hits the BASEMENT button. The elevator starts to DESCEND. Ariadne STARES, fascinated as glimpses of floors slip past: Mal's childhood bedroom, a thundering wall of freight train... The elevator STOPS. Through the grill Ariadne sees a HOTEL SUITE. She pulls open the grill, steps cautiously out into–

INT. ELEGANT HOTEL SUITE—CONTINUOUS (NOW NIGHT)

DISHEVELED bedclothes, UPENDED room service table, STRAWBERRIES across the floor. A STRUGGLE. Ariadne steps forwards– SMASH– she looks down to see that she has kicked over a CHAMPAGNE FLUTE. Ariadne feels a draught. The CURTAIN BILLOWS.

MAL (O.S.)
What are you doing here?

Ariadne TURNS. Mal is there.

ARIADNE

My name is—

MAL

I know who you are. What are you doing here?

ARIADNE

I don't know. Trying to understand.

MAL

How could you understand? Do you know what it is to be a lover? To be half of a whole?

ARIADNE

No.

Mal moves slowly towards Ariadne...

MAL

I'll tell you a riddle. You're waiting for a train. A train that will take you far away. You know where you hope this train will take you, but you don't know for sure...

Mal glides around Ariadne, looking her over.

MAL

But... *it doesn't matter*. How can it not matter to you where that train will take you?

COBB (O.S.)

Because you'll be together.

Cobb is standing in the elevator. Mal nods. Looks at him.

MAL

How could you bring her *here*, Dom?

ARIADNE

What is this place?

COBB

A hotel. We spent our anniversaries in this suite.

ARIADNE

What happened here?

Mal picks up the BROKEN STEM of a champagne flute...

INT. CAGE STYLE ELEVATOR—CONTINUOUS

Cobb PULLS Ariadne into the elevator– Mal THROWS herself towards Ariadne– Cobb SLAMS the GRILL– Mal SMASHES against it AGAIN and AGAIN like a WILD ANIMAL– Ariadne FLINCHES–

MAL

you PROMISED! YOU SAID WE'D BE TOGETHER!—

COBB

We can. We will. But I need you to stay here for now—

MAL

YOU SAID WE'D GROW OLD TOGETHER!—

Cobb pushes a button and the elevator starts to rise.

COBB

I'll come back. I need you to stay here on your own for now. Just while I do this job. Then we can be together—

MAL

WE'LL BE TOGETHER—YOU PROMISED!—

Mal THROWS herself against the grill, and we–

CUT TO:

INT. WORKSHOP—NIGHT

Ariadne watches Cobb sleeping. His eyes gradually flicker open. He sees her watching him.

ARIADNE

You think you can just build a prison of memories to lock her in? You think that's going to contain her?

The LIGHTS COME ON: Saito and Arthur stand in the doorway.

SAITO

Maurice Fischer just died in Sydney.

COBB

When's the funeral?

SAITO

Thursday. In Los Angeles.

COBB

Robert'll accompany the body Tuesday at the outside. We have to move.

Cobb gets up. Ariadne comes over to him.

ARIADNE

(low)

I'm coming with you.

COBB

No. I promised Miles.

ARIADNE

The team needs someone in there who understands what you're struggling with. If you don't want it to be me then you need to show Arthur what I just saw.

Cobb looks at Ariadne. Turns to Saito.

COBB

We need one more seat on the plane.

INT. DEPARTURE GATE, SYDNEY—DAY

Saito stands looking out the window at a 747. Cobb arrives beside him. They watch a COFFIN being loaded.

COBB

If I get on this plane and you haven't taken care of things... when we land I go to jail for the rest of my life.

SAITO

Complete the job en route, I make one phone call from the plane... you will have no trouble clearing immigration.

INT. FIRST CLASS CABIN, 747—CONTINUOUS

The luxurious cabin has only ten seats. Cobb finds his– sees Ariadne in the seat behind his. They do not acknowledge each other. Behind her is Arthur, looking out the window. Eames enters, STUFFS his bag into the overhead bin, BLOCKING the passenger behind: ROBERT FISCHER, standing there, patient, bag in hand, wearing black.

EAMES

Oh, sorry.

Eames SQUEEZES up against his seat to let Fischer BRUSH PAST. Fischer moves to his seat, directly in front of Cobb. Eames TOSSES Cobb a PASSPORT. Cobb flips it open: Fischer's. Pockets it. Yusuf and Saito enter, take their seats.

EXT. RUNWAY—MOMENTS LATER

The 747 HURTLES down the runway.

INT. FIRST CLASS CABIN, 747—MOMENTS LATER

Cobb looks down at his hand: a TINY VIAL taped to the center of his palm. He removes the cap. The seatbelt sign goes dark. Cobb unbuckles, stands.

COBB

Excuse me?

Fischer looks up.

FISCHER

Yes?

COBB

I think this is yours...

Cobb holds up the open passport, comparing the picture to Fischer. Fischer's hand goes to his pocket. Cobb hands Fischer the passport.

FLIGHT ATTENDANT

Would you gentlemen care for a drink?

FISCHER

Water.

COBB

Same.

Fischer gives Cobb a thin smile. Holds up his passport.

FISCHER

Well, thank you.

COBB

No problem. Look, I couldn't help noticing your name. You're not related to *Maurice* Fischer?

Fischer takes a beat. But Cobb seems harmless.

FISCHER

Actually, he was my father.

COBB

I'm very sorry for your loss. He was an inspiring figure.

The Flight Attendant brings their drinks– Cobb takes them.

COBB

Thanks.

As he turns to Fischer he LOWERS his right hand... a CLEAR LIQUID DROPS into Fischer's water as Cobb hands it to him.

COBB

To Maurice Fischer.

(they drink)

I'll leave you in peace.

Fischer grants him a smile.

EXT. 747—LATER

The great plane SOARS through a burning cloudscape.

INT. FIRST CLASS CABIN, 747—MOMENTS LATER

Cobb reaches into the overhead for a blanket– lets it fall onto Fischer's head– Fischer doesn't flinch. ASLEEP. Cobb SIGNALS the others. The First Flight Attendant unlocks a CUPBOARD in the galley, then leaves, closing

the curtain. Arthur moves into the galley and pulls out a MECHANISM CASE.

Cobb and Arthur open the mechanism– uncoil the tubes– feed them around the window side of each of the seats. Arthur rolls up Fischer's cuff– PUSHES the needle cap into Fischer's wrist. Arthur pulls Fischer's cuff down and hides the tubes behind the armrest of Fischer's seat.

Arthur runs the next tube to Ariadne. Cobb puts the case on Yusuf's lap. Yusuf checks the TIMERS, tapping the syringes. The others recline their seats. Yusuf HITS A BUTTON– closes the case– places it at his feet. He settles back, and we–

CUT TO:

INT. SEDAN—DAY

Cobb DRIVES. Saito and Arthur are in the back. Rain BEATS down. Cobb pulls over–

EXT. NEW YORK STREETS—CONTINUOUS

Yusuf stands on the corner, silver briefcase in hand, collar turned up against the rain. He reaches for the door.

INT. SEDAN—CONTINUOUS

Yusuf clambers into the back, brushing rain from his face.

ARTHUR
(indicates rain)
Couldn't you have peed before you went under?

YUSUF
Sorry.

The front door OPENS and Eames climbs in, soaked.

EAMES
Bit too much free champagne before takeoff, Yusuf?

YUSUF
Ha bloody ha.

COBB
At least we know he'll be looking for a cab in this.

INT./EXT. SEDAN ON RAINY NEW YORK STREETS—CONTINUOUS

Cobb pulls out into the heavy traffic. He weaves around several cars before lining up behind a YELLOW CAB.

COBB
Brace yourselves.

Cobb hits the gas– REAR ENDS the cab with a CRUNCH. The CABDRIVER gets out, fuming. Heads to Cobb's window–

CABDRIVER
Hey, asshole! Why don't you try driving without your thumb up—

He sees the SILENCED PISTOL Cobb is holding at his belly.

COBB
Walk away.

The Cabdriver backs off. Arthur climbs into the cab. Both cars pull away.

INT./EXT. CAB ON RAINY NEW YORK STREETS—CONTINUOUS

Arthur SLOWS in front of the TRAIN STATION, peering at the pedestrians. He SPOTS Fischer, lights the cab's sign. Fischer FLAGS him down. Fischer JUMPS into the back, brushing rain from his shoulders.

FISCHER
Third and Market. Snappy.

Eames JUMPS in from the other side.

FISCHER
What're you doing?

EAMES
Sorry, I thought it was free. Maybe we could share.

EAMES: SORRY, I THOUGHT IT WAS FREE. MAYBE WE COULD SHARE.

PAGE 1

AMBUSH/TRAIN 4/24/09

1

CAB ON RAINY STREET.

2

EAMES + FISCHER IN THE BACK SEAT.

FISCHER "PULL OVER SO THIS GUY CAN...

3

SAITO TURNS — POINTS A GUN AT FISCHER.

4

CUT

FISCHER HANDS OVER HIS WAL

5A

EAMES SMILE

"I'M AFRAID

SHOT CONT'D

5B

A SHOT SHATT
THE WINDOW
BEHIND HIM.

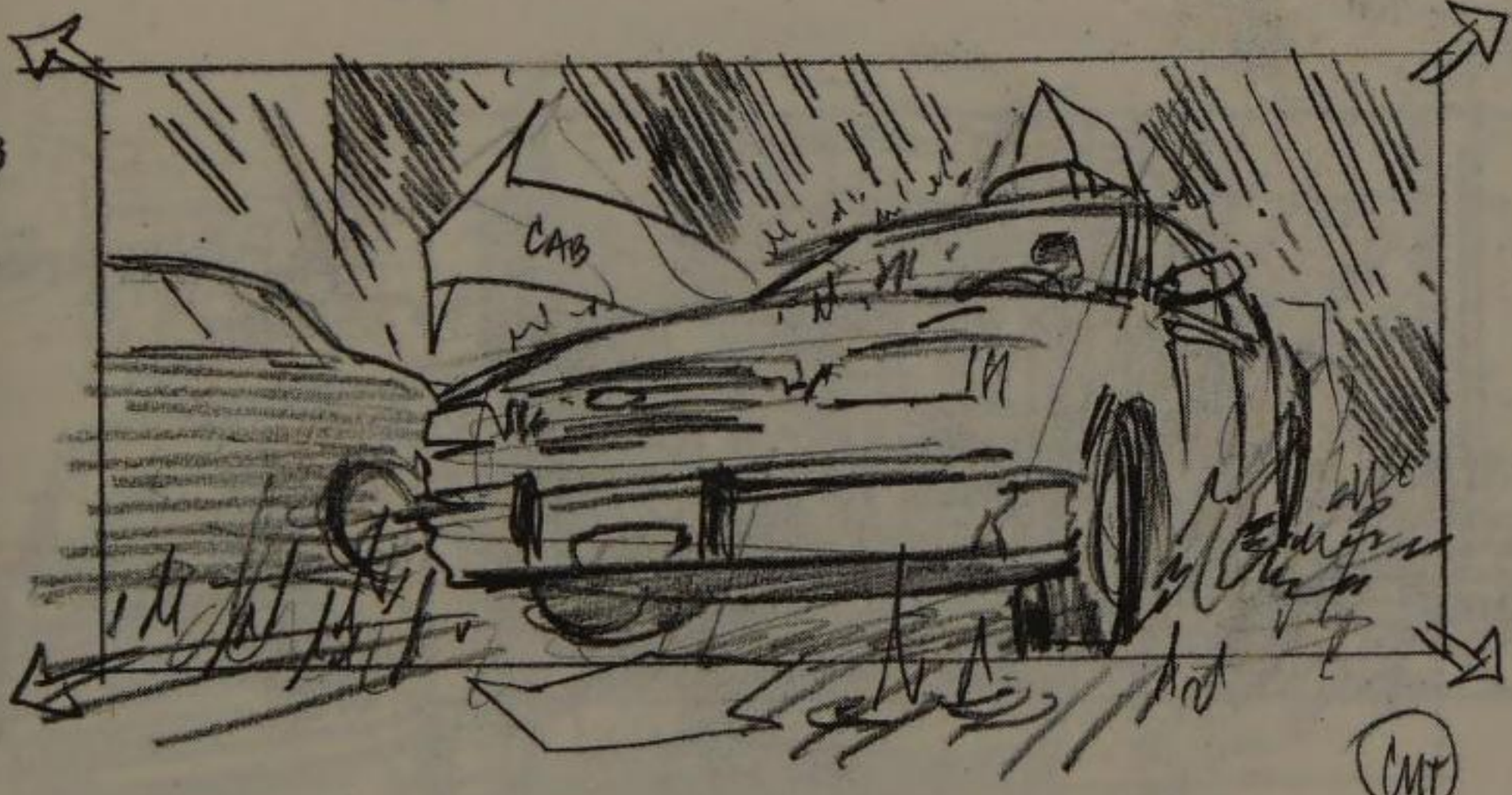
CUT

7

ARTHUR REACTS
HITS THE GAS.

CUT

8



THE CAB SPEE
FORWARD...

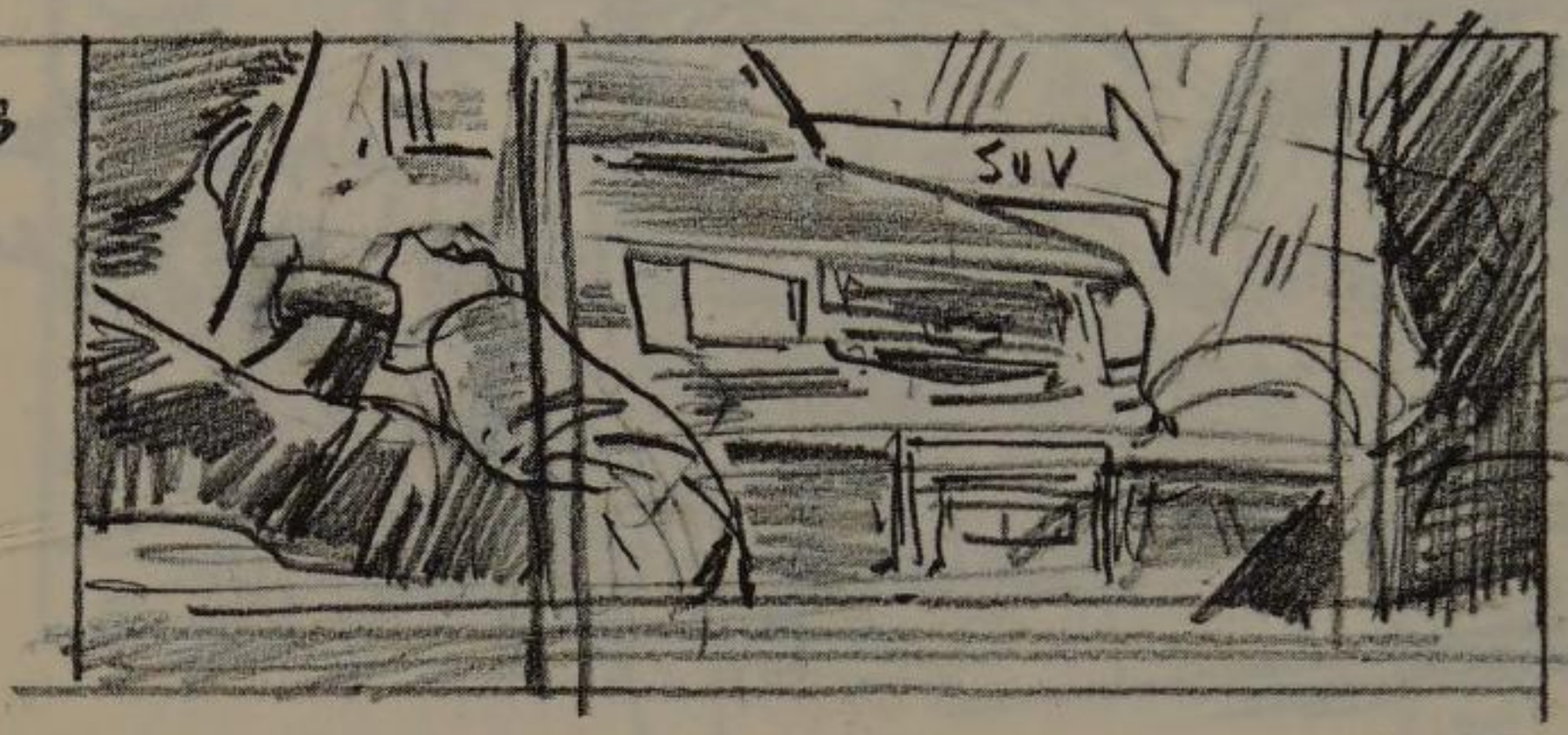
CUT

9A

OVER ARTHUR
AS..

SHOT CONTD

9B



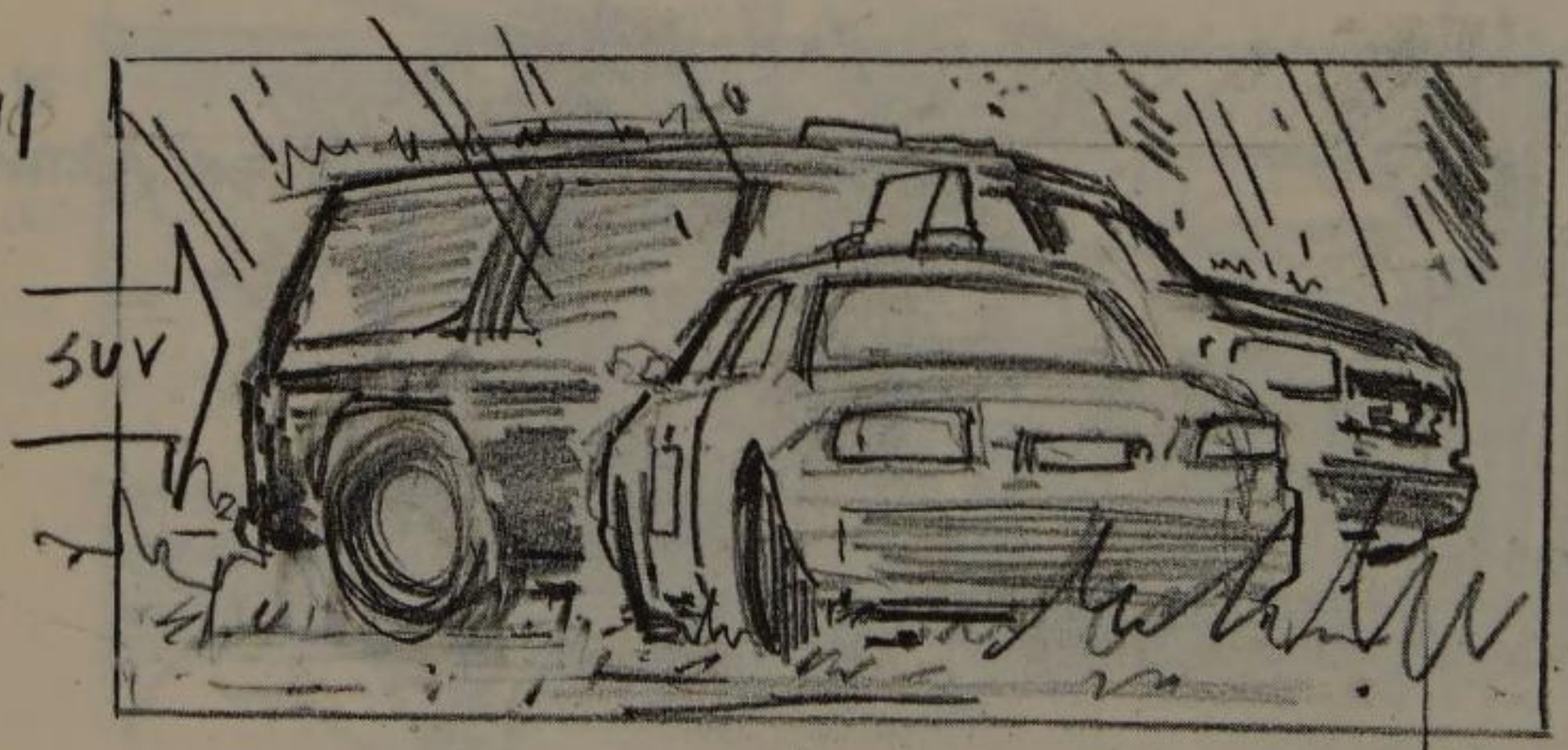
AN SUV SLIDES IN SIDEWAYS.

CUT

10

ARTHUR REACT

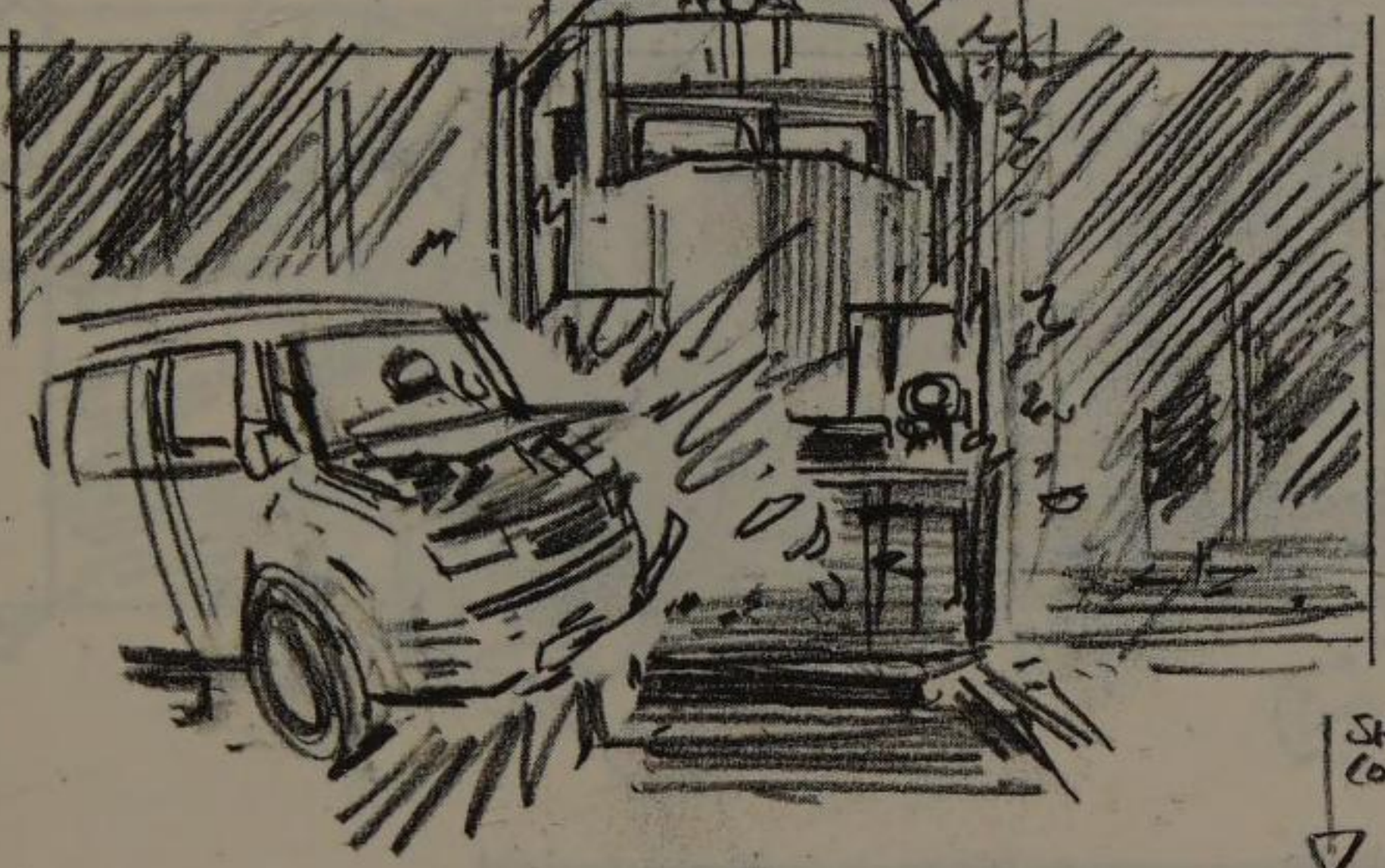
CUT



THE SUV BLOCKS T CAB.

CUT

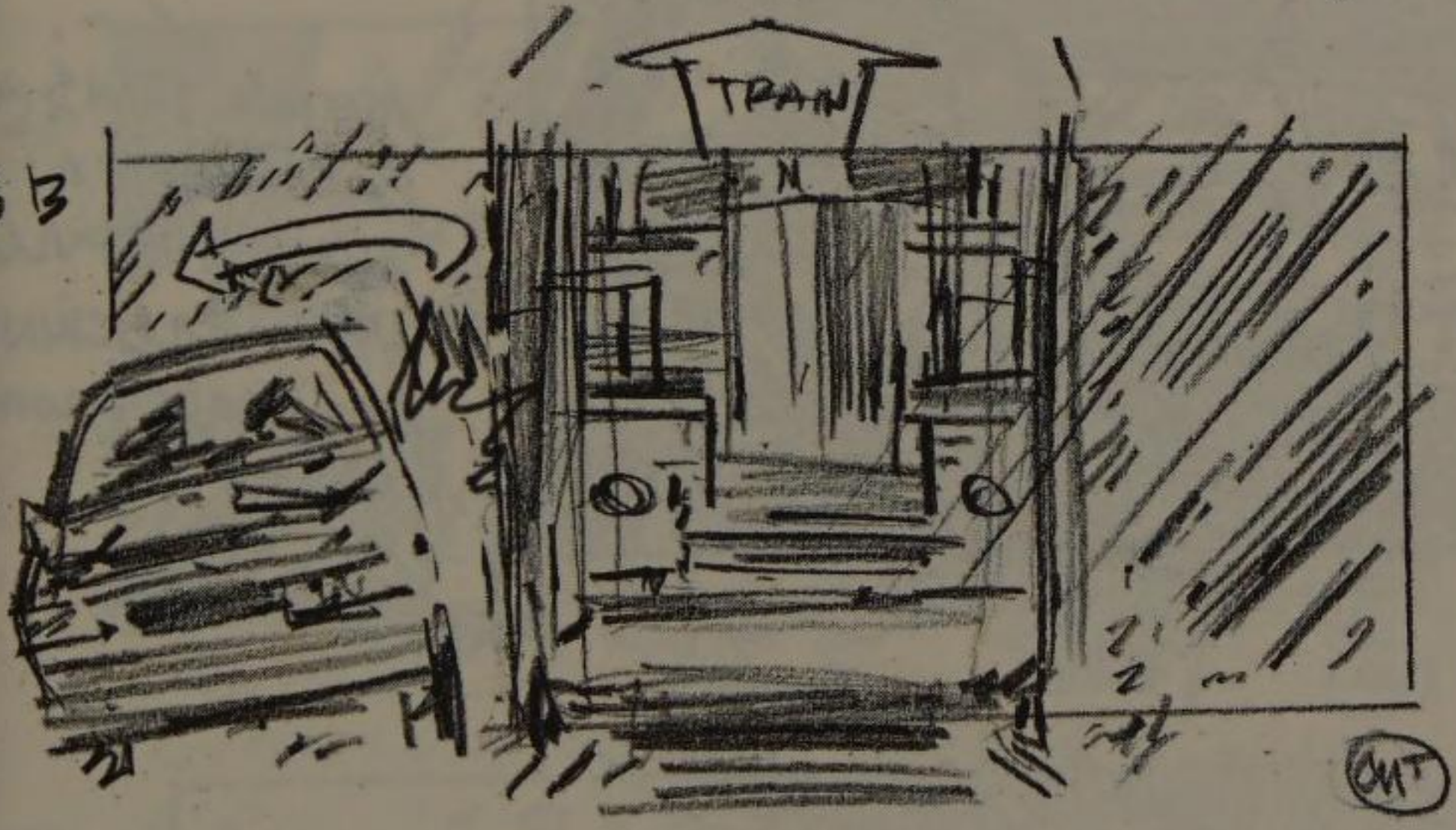
18A



LONG LENS ON FRONT OF TRAIN AS IT CLIPS THE FRONT OF COBB'S CAR...

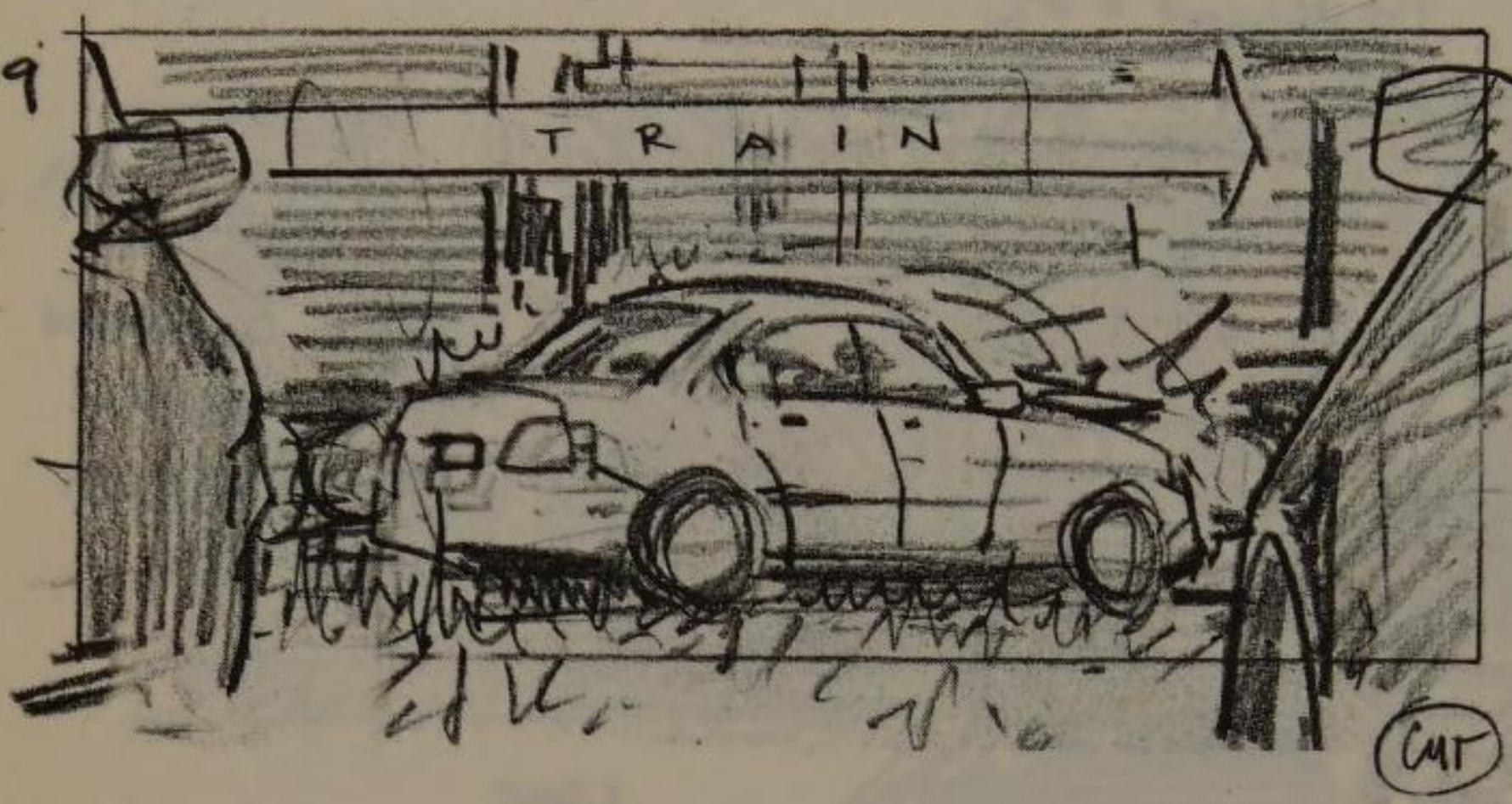
SHOT CONTD

18B



CUT

19

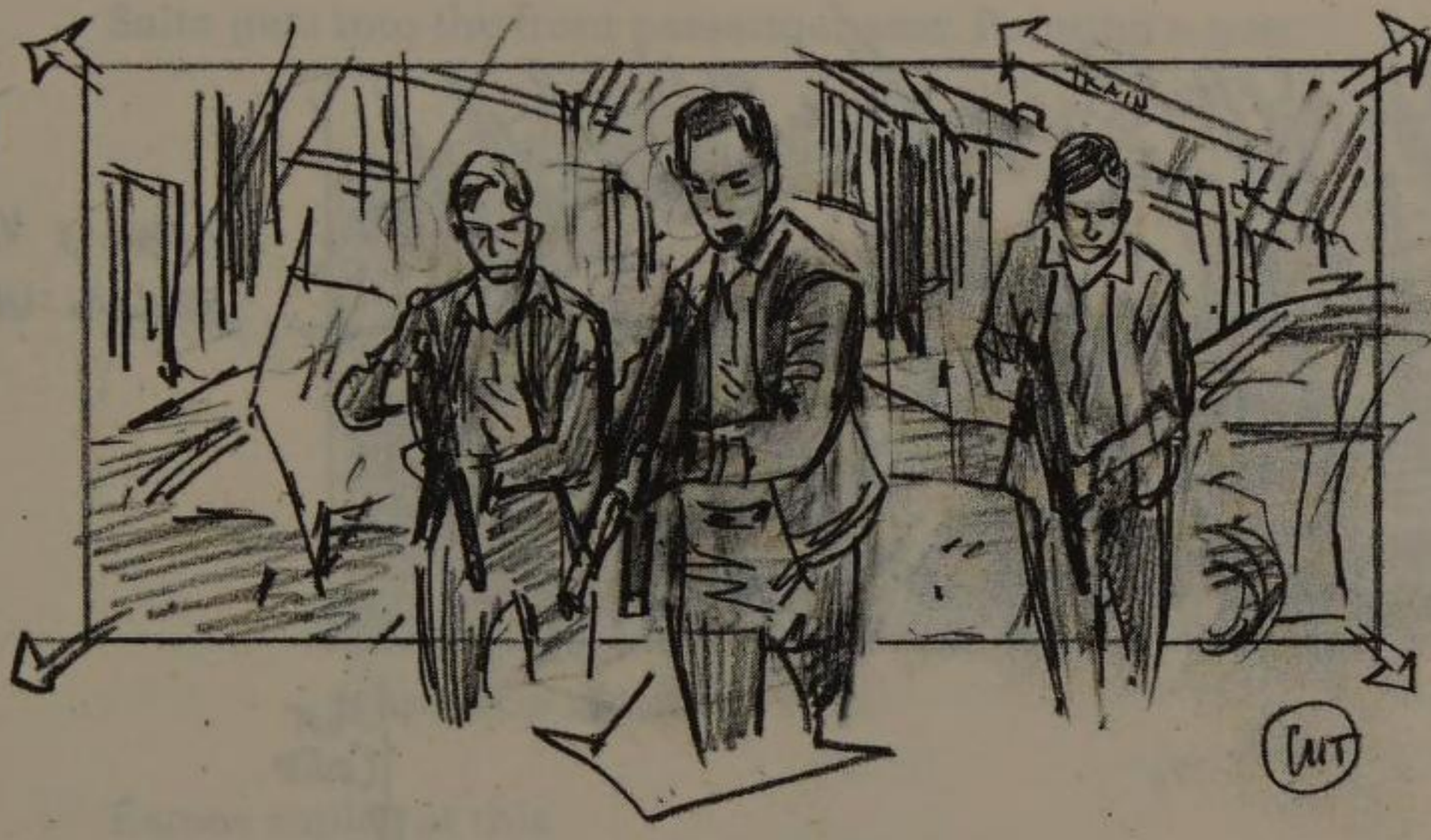


THE TRAIN CREATES A WALL BETWEEN

20

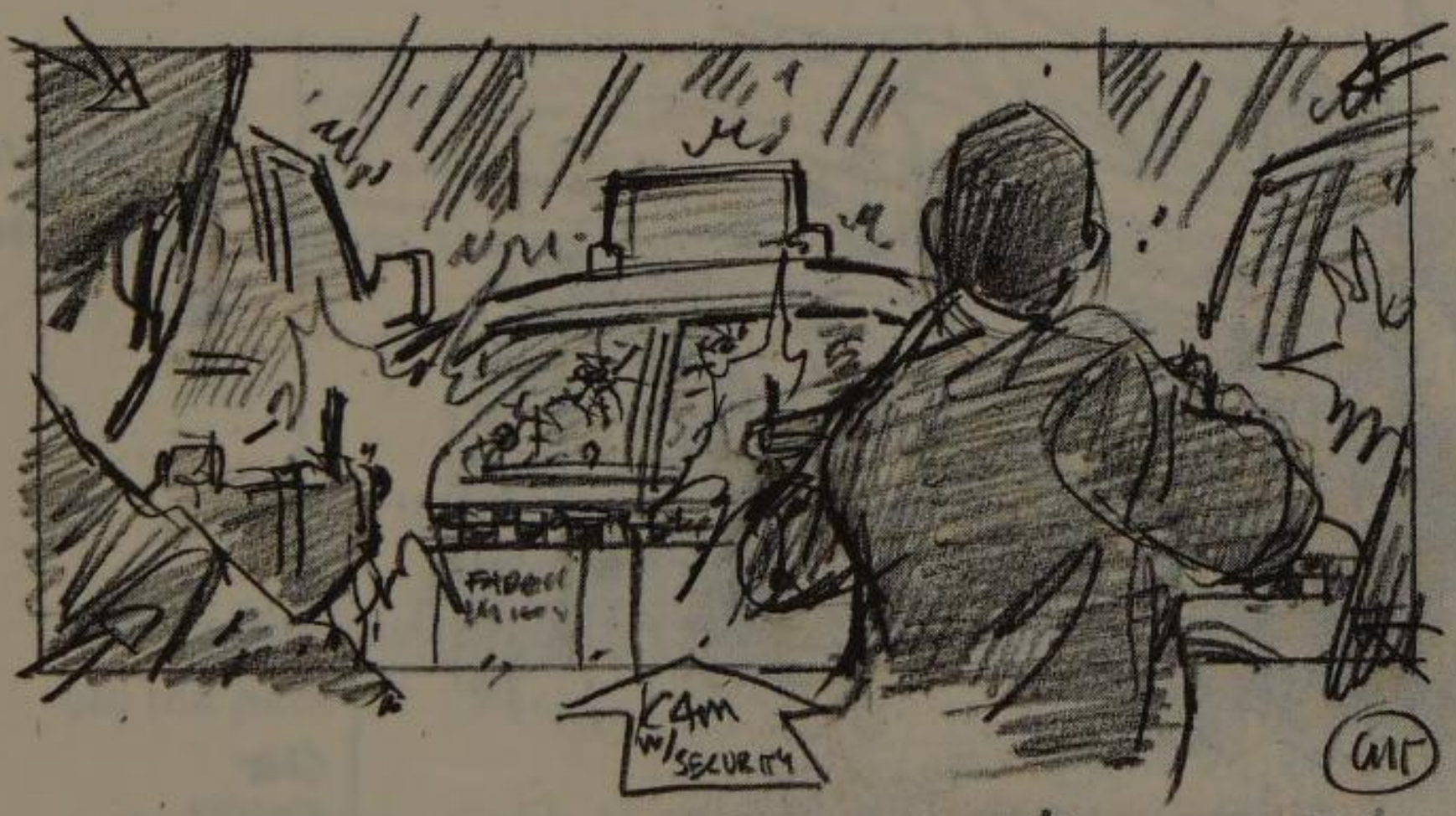
ARTHUR TURNS TO BACK UP. A 2ND SUV PULLS UP — BLOCKING THE CAB FROM BEHIND.

21



SECURITY MEN ADVANCE THROUGH TRAFFIC.

22



THEY FIRE INTO THE CAB.

23

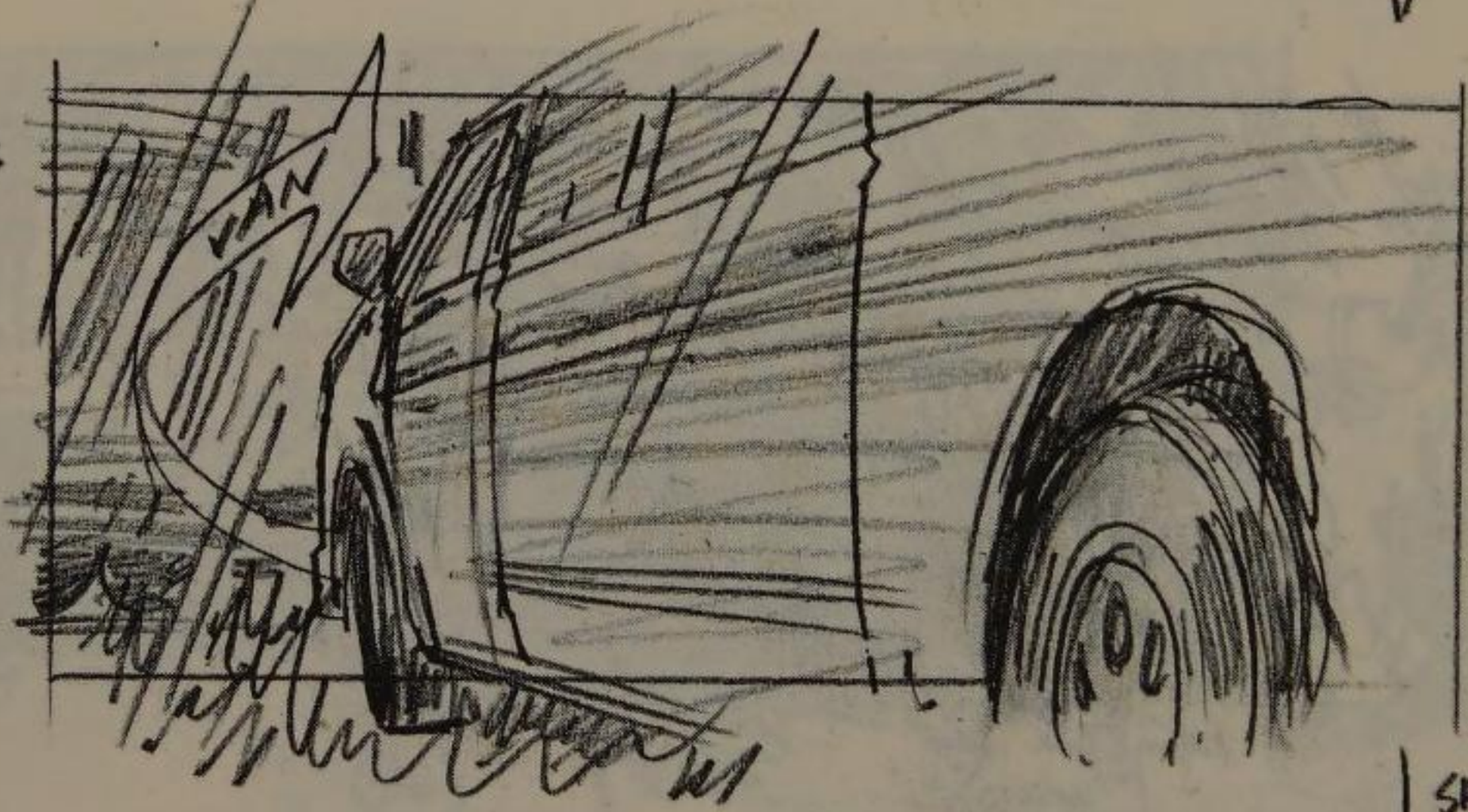
EAMES THROWS HIMSELF ON TOP OF FISCHER

27A

COBB'S VAN BACKS UP..

SHOT CONTD

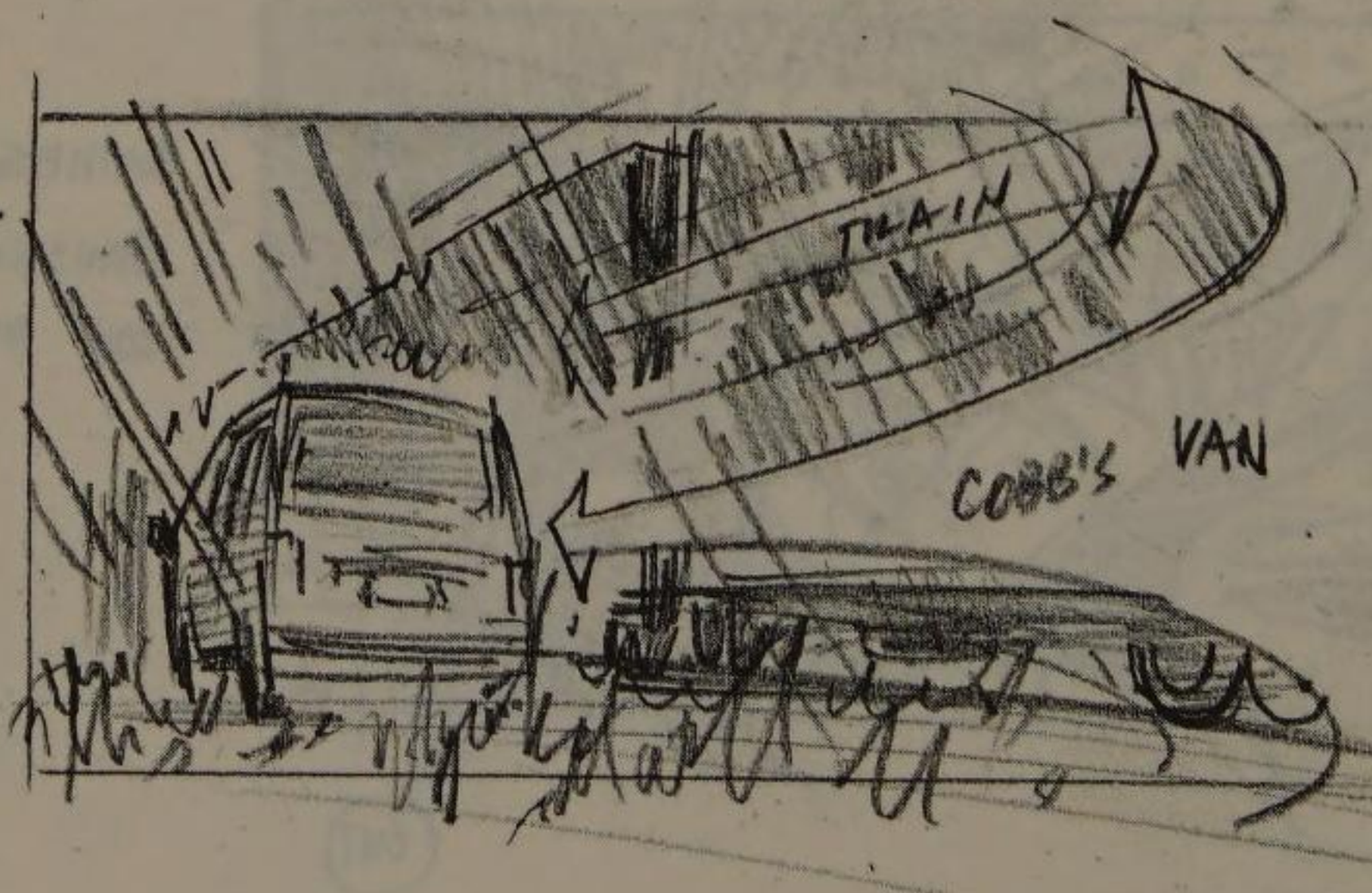
27B



TURNING TO CAMERA

SHOT CONTD

27C



FISCHER

Maybe not.

Saito gets into the front passenger seat. Pointing a gun.

FISCHER

Great.

Arthur pulls away. Fischer pulls out his wallet and tosses it at Eames.

FISCHER
(contemptuous)

There's 500 dollars in there. And the wallet's worth more than that. For that you ought to at least drop me at my stop.

Eames smiles at this.

EAMES

I'm afraid—

A SHOT SHATTERS the window by Eames's head– another SHOT IMPACTS by Saito–

EAMES

Get us out of here!

Arthur hits the gas, but a BLACK S.U.V. SKIDS sideways in front, BLOCKING the path–

A BLOCK BEHIND– Cobb is at a light. ARIADNE is getting in the front. Cobb has HEARD the GUNFIRE–

COBB

Come on!—

Cobb looks ahead to the AMBUSH, hits the gas– the sedan ROCKETS forwards... but BAM– A FREIGHT TRAIN CLIPS THE FRONT OF THE SEDAN, SHOVING IT SIDEWAYS AS AN ENDLESS TRAIN BARRELS PAST, A WALL BETWEEN COBB AND THE AMBUSH–

A SECOND S.U.V. is behind the cab– PLAIN CLOTHES SECURITY MEN advance through the traffic, weapons trained on the cab. Bullets RIP into the cab as Eames throws himself on top of Fischer, PULLING a SACK over his head–

Inside the sedan, Ariadne watches the train passing–

ARIADNE
This wasn't in the design—

Cobb BACKS UP, SPINS around, heading for the tail of the train–

A Security Man emerges from the front S.U.V. carrying an AUTOMATIC RIFLE– he steps towards the cab through the rain, raises his weapon and BLASTS THE CAB'S WINDSCREEN–

Cobb clears the end of the train, and SKIDS across the tracks–

Arthur CROUCHES down– PUSHES the accelerator with his HAND– YANKS the wheel– FLYING BLIND. The cab NAILS the Security Man, CRUNCHING into the front S.U.V.–

Cobb SMASHES his car into the rear S.U.V., creating a GAP–

Arthur YANKS the transmission and REVERSES– SCRAPING through the gap– Security Men DIVE out of the way– Arthur throws a ragged J-turn to head down a SIDE STREET– Cobb follows in the other car. Rain whips across Arthur's face as he BREATHES–

ARTHUR
Everybody okay? Saito?

Arthur looks at Saito. Saito's hand is at his belly. Covered in BLOOD.

EXT. WAREHOUSE—MOMENTS LATER

The sedan and cab pull into the side entrance– Eames jumps out– PULLS the shutter down behind them–

INT. WAREHOUSE—CONTINUOUS

Yusuf and Eames PULL Fischer from the cab, HUSTLING him through a doorway. Cobb JUMPS out of the sedan, furious.

COBB
Arthur! Arthur what the—

Arthur pulls the bloody Saito from the front seat.

COBB
Oh, Christ. Is he dying?

ARTHUR

I don't know. What happened back there?
Where were you?

COBB

We were blocked by a freight train.

ARTHUR

(to Ariadne)

Why would you put a train crossing in a down-
town intersection?

ARIADNE

I didn't.

COBB

(snaps)

Why were we all ambushed, Arthur?! Those
weren't regular projections—they'd been
trained!

ARIADNE

How could they be trained?

ARTHUR

Fischer's had an extractor teach his mind to
defend itself. His subconscious is militarized. It
should've shown on the research—

COBB

So why the hell didn't it?!

ARTHUR

Calm down.

COBB

Don't tell me to calm down—you were meant
to check Fischer's background thoroughly. You
can't make this kind of mistake—we're not pre-
pared for this kind of violence—

ARTHUR

Cobb, we've dealt with sub-security before. We
just have to be more—

COBB
This wasn't part of the plan, Arthur!
(points at Saito)
He's *dying*!

EAMES (O.S.)
So we put him out of his misery.

Eames steps into the room, pulls his gun and moves over Saito.

COBB
No.

EAMES
He's in agony. Let's wake him up—

Cobb GRABS Eames's arm.

COBB
No!
(they lock eyes)
It won't wake him up.

EAMES
What do you mean, it won't wake him? When you die in a dream you wake up.

YUSUF
Not from this. We're too heavily sedated to wake up that way.

Eames looks at Yusuf, then to Cobb.

EAMES
So what happens if one of us dies?

COBB
That person doesn't wake up. Their mind drops into Limbo.

ARIADNE
Limbo?

ARTHUR
Unconstructed dream space.

ARIADNE

What's down there?

ARTHUR

Raw, infinite subconscious. Nothing there but what was left behind by anyone on the team who's been trapped there before. On this team... just Cobb.

ARIADNE

How long would we be stuck there?

YUSUF

You couldn't even think about trying to escape until the sedation eases—

EAMES

How long?

YUSUF

Decades—it could be infinite—I don't know! Ask him—he's the one who's been there before!

Eames moves to Cobb. Looks him in the eye.

EAMES

Great. So now we're stuck in Fischer's mind battling it out with his private army, and if we get hit we're stuck in Limbo 'til our brains dissolve into scrambled egg?

Cobb says nothing. Saito groans more loudly.

ARTHUR

Let's just get him upstairs.

INT. OFFICE, WAREHOUSE—MOMENTS LATER

Saito is laid out on an old desk. Arthur examines him. He motions to Ariadne. Eames watches Cobb.

ARTHUR

Hold this. Firm pressure.

Arthur turns to Cobb.

ARTHUR
You knew the risks and you didn't tell us.

COBB
There wasn't meant to be any risk. We weren't supposed to be dealing with a load of gunfire.

ARTHUR
You had no right.

COBB
It's the only way you can go three layers deep, Arthur.

Arthur turns to Yusuf, hostile.

ARTHUR
And you. You went along with this?

YUSUF
I trusted him.

ARTHUR
You trusted him? When? When he promised you half his share?

YUSUF
(offended)
No! His whole share. Plus, he told me he'd done it before.

Arthur turns to Cobb.

ARTHUR
Oh, yeah? With Mal? That worked out great, didn't it, Cobb?

Cobb grabs Arthur.

COBB
You don't know anything about that. This was the only way to do this job, Arthur. I did what I had to do to get back to my children.

EAMES
So you led us into a war zone with no way out.

COBB
We have a way out. The kick. We just have to push on, do the job as fast as possible and get out using the kick.

EAMES
Forget it. We go any deeper, we just raise the stakes. I'm sitting it out on this level.

COBB
You'll never make it, Eames. Fischer's security is surrounding this place as we speak. The ten hours of the flight is a week at this level—you'll never make it without getting killed. Downwards is the only way forwards. We have to carry on.

Saito groans. Cobb looks at him–

COBB
And we have to do it fast.

Eames and Arthur weigh this.

COBB
Eames, go get ready. Arthur, let's get in there and soften him up.

INT. BATHROOM, WAREHOUSE—LATER

Cobb and Arthur, wearing BALACLAVAS, PULL the sack from Fischer's head. He is chained to the radiator.

FISCHER
I'm insured against kidnapping up to ten mil-
lion—this'll be simple—

COBB
No, it won't.

Fischer looks at Cobb, unnerved.

ARTHUR
In your father's office, below the bookshelves, is his personal safe. We need the combination.

FISCHER

I never noticed a safe—

COBB

Doesn't mean you don't know the combination.

FISCHER

Well, I don't.

ARTHUR

We have it on good authority that you do.

FISCHER

Whose?

INT. OFFICE, WAREHOUSE—CONTINUOUS

Yusuf looks through Fischer's wallet. Eames is opening a HINGED, THREE-WING MIRROR.

YUSUF

Five hundred dollars, this cost?

EAMES

What's inside?

YUSUF

Cash, cards, ID... and this—

Yusuf holds up a SNAPSHOT: the photo from Maurice Fischer's office– YOUNG ROBERT holds his HOMEMADE PINWHEEL, his FATHER blows on it. Eames takes it from Yusuf. STUDIES it. Cobb enters. Eames hands him the snapshot.

EAMES

Useful?

Cobb studies the snapshot. Eames examines himself in the hinged mirror from multiple angles: ONE BY ONE the myriad Eames reflections BECOME BROWNINGS. Cobb pockets the photo.

COBB

You're on. You've got an hour.

EAMES
An hour? I was supposed to have all night to crack him.

COBB
And Saito was supposed to keep his guts on the inside. You've got an hour—get something we can use.

Eames turns from the mirror AS BROWNING. He glances at his watch, then SCREAMS, as if begging for mercy–

INT. BATHROOM, WAREHOUSE—CONTINUOUS

Browning's CRY reverberates– Fischer looks up, concerned–

FISCHER
What's that?

ARTHUR
Good authority.

Another cry rings out. Fischer recognizes the voice.

FISCHER
Uncle Peter?! Make them stop—

ARTHUR
The combination.

FISCHER
I don't know it!

ARTHUR
Why would Browning tell us you did?

FISCHER
Let me talk to him—I'll find out.

INT. BATHROOM, WAREHOUSE—MOMENTS LATER

Cobb pushes Browning (Eames), bloody and bruised, into the room and forces him down next to Fischer. Cobb handcuffs Browning's wrist to a metal bracket on the side of the sink.

COBB
You've got an hour. Get talking.

Cobb leaves.

BROWNING (EAMES)
They've had me for two days. They've got someone with access to your father's office and they're trying to open his safe—they thought I'd know the combination, but I don't—

FISCHER
Neither do I, Uncle Peter.

BROWNING
(confused)
Maurice told me that after he passed only you would be able to open it.

FISCHER
He never gave me the combination.

Browning thinks for a minute. Realizes something.

BROWNING
He did, he just didn't tell you that it was a combination.

FISCHER
What, then?

BROWNING
Something only you would know. Some meaningful combination of numbers from your experiences with Maurice—

FISCHER
We didn't *have* a lot of meaningful experiences together.

BROWNING
Perhaps after your mother died...

FISCHER
After my mother died, I went to him in my grief. You know what he told me? "There's really nothing to be said, Robert."

BROWNING
He always had a hard time with emotional—

FISCHER
I was *eleven*, Uncle Peter.

Browning (Eames) takes this in.

BROWNING
He loved you, Robert. In his way.

FISCHER
"In his way?" At the end he called me to his deathbed. He could barely speak, but he took the trouble to say one last thing to me. He pulled me close... I could make out only one word. "Disappointed."

Browning can say nothing.

INT. OFFICE, WAREHOUSE—CONTINUOUS

Cobb pulls off his balaclava. Looks down at Saito, who is breathing fast, shallow.

COBB
How's he doing?

ARIADNE
He's in a lot of pain.

Cobb takes Saito's hand. Looks him in the eye.

COBB
When we get you down to the next level, the pain will be less intense.

Saito nods, breathing hard.

ARIADNE
(low)
And if he dies?

COBB
His conscious mind will drop out of the dream. He'll be trapped in Limbo for a *lifetime*...

ARIADNE
What will that do to him?

Cobb looks at her. Grave.

COBB
When he wakes... his mind could be completely gone.

SAITO
When... when we wake I will still honor our arrangement...

Cobb looks down at Saito sadly.

COBB
Saito-san, when you wake you might not even remember that we *had* an arrangement. You'll have forgotten this world. Limbo will be your reality. Lost there so long, you'll have become an old man...

SAITO
Filled with regret?

COBB
Waiting to die alone. Yes.

SAITO
Then I'll take the chance and come back. And we'll be young men together again.

Saito smiles weakly. Cobb nods at him, turns to Ariadne.

ARIADNE
When were you trapped in Limbo?

Cobb says nothing. Ariadne pulls him away from Saito.

ARIADNE

Cobb, you might have convinced the rest of this team to carry on with the job. But they don't know the truth.

COBB

What truth?

ARIADNE

The truth that at any minute you might bring a *freight train* through the wall. The truth that Mal is bursting up through your subconscious. The truth that as we go deeper into Fischer, we're also going deeper into you—and I'm not sure we're going to like what we find there.

Cobb stares back at Ariadne. Saying nothing.

ARIADNE

This is not just about Fischer, it's about you. Tell me what happened to you and Mal. Trapped in Limbo.

Cobb looks at her. Thinking it through.

COBB

We were on a job. Exploring dreams within dreams. But we didn't understand how your mind can turn hours into years. How you can get trapped. Trapped so deep that when you wash up on the shore of your subconscious...

INSERT CUT: MAL LIES ON THE SAND, STARING UP AT A CLOUDLESS SKY, WAVES WASHING OVER HER...

COBB

You can lose track of what's real.

ARIADNE

How long were you stuck?

Cobb pauses before he answers. Looks at Ariadne.

COBB

Fifty years.

Ariadne stares at him, incredulous.

ARIADNE
How did you stand it?

INSERT CUT: COBB AND MAL BUILD A SANDCASTLE ON THE BEACH...

COBB
We built. We created a whole world for ourselves...

INSERT CUT: COBB AND MAL WALK THROUGH A DESERTED CITY.

COBB
It's not so bad at first, being gods. The problem is knowing that it's not real. It became impossible for me to live like that.

ARIADNE
But not for her?

COBB
She accepted it. At some point...

INSERT CUT:

INT. MAL'S CHILDHOOD HOME—DAY

Mal opens a DOLL'S HOUSE. Inside is a SAFE. She opens it– it is empty. She pulls out her SPINNING TOP.

COBB (V.O.)
...she'd decided to forget that our world wasn't real.

Mal places the top inside the safe. LOCKS IT AWAY...

INT. OFFICE, WAREHOUSE—CONTINUOUS

ARIADNE
And when you finally woke up?

COBB
To wake from that. From decades lived. To be old souls thrown back into youth. It was hard. At first Mal seemed okay. But I started to real-

ize something was wrong. Finally she admitted it. This idea she was possessed by. This simple little idea that changed everything...

ARIADNE

What was it?

COBB

That our world was not real. No matter what I did, no matter what I said, she was convinced that we were still in a dream. That we needed to wake up again...

INT. COBB AND MAL'S KITCHEN—DAY (FLASHBACK)

Cobb is trying to calm Mal, who is hysterical.

COBB (V.O.)

That to get home we'd have to kill ourselves.

INT. WORKSHOP—DAY

Ariadne looks at Cobb, appalled.

ARIADNE

What about your children?

Cobb has to look away.

COBB

She... she believed they weren't real. That our *real* children were waiting. Somewhere above...

INT. COBB AND MAL'S KITCHEN—DAY (FLASHBACK)

Mal shakes her head at Cobb as he USHERS the children out of the room,

FACES UNSEEN—

COBB

Calm down, Mal—

MAL

They're projections, Dom. Your dreams. I'm their mother—don't you think I can tell the difference?

Cobb closes the door– turns to her, eyes full of bitter tears.

COBB
If it's my dream then why can't I control it? Why can't I stop this?

MAL
(it's obvious)
You don't know you're dreaming.

COBB
You keep telling me I am—

MAL
And you don't believe me!

COBB (V.O.)
She was certain. But she loved me too much to go without me. So she made a plan...

INT. ELEGANT HOTEL CORRIDOR—NIGHT (FLASHBACK)

Cobb walks along, checking door numbers against a key.

COBB (V.O.)
For our anniversary...

INT. ELEGANT HOTEL SUITE—CONTINUOUS (FLASHBACK)

Cobb enters the lavish suite. He notices the DISHEVELED BEDCLOTHES. He steps forwards– SMASH– he has tipped over a champagne glass with his foot... dinner for two is SPREAD ACROSS THE FLOOR. He looks at the DEBRIS, confused... next to the broken glass is a SPINNING TOP. He picks it up, studying it, thinking. He feels a draught, looks to the window. The CURTAIN BILLOWS.

EXT. EXTERIOR ATRIUM—CONTINUOUS (FLASHBACK)

Cobb looks out the window: Mal sits on the ledge of the opposite window. HAIR BLOWING. Feet dangling over the dizzyingly high atrium. She smiles.

MAL
Join me.

COBB

Mal, come back inside.

MAL

No. I'm going to jump. And you're coming with me.

COBB

No, I'm not. This is *real*—if you jump, you're not going to wake up, you're going to *die*. Let's go back inside and talk about this, please.

MAL

We've talked enough.

She KICKS off a shoe and watches it DROP.

MAL

Come out onto the ledge or I'll jump right now.

She means it. Cobb swings his legs out, sitting on the ledge opposite his wife. He looks down at the drop.

MAL

I'm asking you to take a leap of faith.

COBB

I can't do that, Mal. I can't leave our children.

MAL

If I go without you, they'll take them away, anyway.

COBB

What do you mean?

MAL

I filed a letter with our attorney. Explaining how I'm fearful for my safety, how you've threatened to kill me...

Cobb looks back at the wrecked hotel suite, PANICKING...

MAL

I love you, Dom. I've freed you from the guilt of choosing to leave them. We're going home to our real children.

COBB

Our children are here, Mal.

Mal CLOSES HER EYES. Cobb looks for some way to reach her...

MAL

You're waiting for a train...

COBB

NO! MAL, NO, I CAN'T!

MAL

A train that will take you far away...

COBB

DON'T DO THIS!

MAL

You know where you hope this train will take you, you can't know for sure...

COBB

DON'T!

MAL

But it doesn't matter...

COBB

NO!

MAL

Because you'll be together—

Mal SLIPS FORWARDS INTO SPACE. Cobb SCREAMS after her. Then tries to bury his face in the wall...

INT. OFFICE, WAREHOUSE—DAY

Cobb stares as he remembers.

COBB
Her letter to the authorities refuted all the claims about her sanity that she knew I'd make...

INT. COBB AND MAL'S KITCHEN—DAY (FLASHBACK)

Cobb stands with the Thin Man, who has a piece of paper.

COBB (V.O.)
She'd had herself declared sane by three different psychiatrists.

Cobb hears a SHOUT– turns to the garden. James CROUCHES, Philippa joins him, examining the ground, FACES UNSEEN...

COBB (V.O.)
It was impossible for me to explain the nature of her madness...

The Thin Man thrusts the paper into Cobb's hand.

THIN MAN
Right now. Or never, Cobb.

Cobb turns back to the window– about to call out– James and Philippa RUN OFF. Cobb turns from the window. Looks at the paper in his hand. It is an AIRPLANE TICKET.

COBB (V.O.)
So I ran. And I've been running ever since, trying to buy my way back to my family...

INT. OFFICE, WAREHOUSE—DAY

Cobb looks across at Ariadne.

ARIADNE
Psychiatrists judged her sane?

COBB
She *was* sane. She was just lost in the labyrinth.

ARIADNE
Then why should you blame yourself?

COBB
Because we were a family. And we had a life I would do anything to get back to now. But that reality wasn't enough for me then.

ARIADNE
It might have been your idea to push the limits, Cobb. But you're not responsible for the idea that destroyed her. The idea that her world wasn't real... that was her own idea from her own mind.

Cobb says nothing.

ARIADNE
Your guilt defines her. Powers her. If we're going to succeed in this, you're going to have to forgive yourself, and you're going to have to confront her. But you don't have to do it alone.

COBB
You don't have to do this for me—

ARIADNE
I'm doing it for the others. They don't know the risk they've taken coming in here with you.

Cobb looks at the rooftop opposite, sees a SNIPER take up a position. Cobb shakes his head, frustrated.

COBB
We can't stay here. Arthur?!

INT. BATHROOM, WAREHOUSE—CONTINUOUS

Browning puts his hand on Fischer's shoulder.

BROWNING
These people are going to kill us if we don't give them the combination.

FISCHER
They won't, they'll try to ransom us—

BROWNING
I heard them—they're going to lock us in and run the van into the river.

FISCHER
What *is* in the safe?

BROWNING
Something for you. Maurice always said it was his most precious gift... a *will*.

FISCHER
Maurice's will is with Port and Dunn.

BROWNING
It's an alternate. It supersedes the other only if *you* want it to.

FISCHER
What does it say?

BROWNING
It splits all the component businesses of Fischer Morrow into individual companies, transferring ownership to the boards of those companies...

FISCHER
Leaving me nothing?

BROWNING
A basic living. Nothing more. The entire empire would cease to exist.

FISCHER
Destroy my own inheritance? Why would he suggest such a thing?

BROWNING
I don't know, Robert.

Cobb OPENS the door. Arthur is behind him.

COBB
Come to your senses?

FISCHER
Let us go. I don't know the combination. Not consciously.

Cobb considers this. Opens his phone. Pulls out his gun.

COBB
Let's try instinctively. I have someone standing in your father's office ready to tap in a combination.

He holds the phone to Fischer's mouth.

COBB
First six numbers that come into your head. Right now.

FISCHER
I have no idea—

Cobb SWINGS the gun onto Browning...

COBB
RIGHT NOW!

FISCHER
Five, two, eight... four, nine, one.

Cobb lowers his weapon. Listens to the phone. Shakes his head. Shuts the phone.

COBB
You'll have to do better. Bag 'em.

Arthur puts SACKS over their heads.

INT. WAREHOUSE—CONTINUOUS

Cobb and Arthur drag Fischer and Browning to the van–

FISCHER
We're worth much more to you alive...

Arthur places Fischer on the back seat– uses a DROPPER to drop LIQUID onto Fischer's mask– his head SLUMPS FORWARDS. "Browning" yanks the sack from his head– it is now EAMES.

EAMES
(excited)
His relationship with his father's much worse than we thought.

ARTHUR
That helps us?

Arthur pulls a SNIPER RIFLE from a case by the van.

COBB
The stronger the issues, the more powerful the catharsis.

Cobb motions for Yusuf to follow him upstairs.

ARTHUR
But how do you reconcile them if they're that estranged?

EAMES
I'm working on that.

Arthur lines up a shot through the window–

ARTHUR
Well, work fast—Fischer's projections are closing in quick, we need to break out of here before we're totally boxed in...

Arthur SHOOTS two snipers. Cobb and Yusuf gently load Saito into the van. He groans. Ariadne straps him in, checks his bandages. Arthur can't get the last sniper– he's too hidden behind a wall–

EAMES
Shouldn't be afraid to dream a little bigger, Arthur—

Eames lines up a shot with a grenade launcher. Fires– the sniper EXPLODES into the air– Arthur looks at Eames.

EAMES
Shall we?

They climb into the van–

INT./EXT. VAN ON RAINY STREETS—CONTINUOUS

The van pulls out onto the rain-drenched streets. Arthur opens the mechanism case and hands out tubes–

COBB

Shifting Fischer's antipathy from his father onto Browning should work.

EAMES

We need the imagery, the words...

ARIADNE

So you destroy his one positive relationship?

COBB

No. We repair his relationship with his father and expose his godfather's true nature.

EAMES

Hell, we should be charging Fischer as much as Saito.

ARTHUR

What about his security? It's going to get worse as we go deeper.

COBB

We bring in Mr. Charles.

ARTHUR

No.

EAMES

Who's Mr. Charles?

ARTHUR

A bad idea.

COBB

Arthur, the second we approach Fischer in that hotel, they're gonna mow us down—we run with Mr. Charles like on the Stein job.

EAMES

So you've done it before?

ARTHUR

Sure. But it didn't work. The subject realized he was dreaming and his subconscious tore us to pieces.

Eames takes this in.

EAMES

You learned a lot, though. Right?

COBB

(to Eames)

I'll need a decoy.

EAMES

No problem. How about a pretty young lady I've used before?

COBB

Fine—

Cobb looks back: a second S.U.V. pulls out, tailing them.

COBB

(to Yusuf)

I know you've got to stay ahead of them, but drive with kid gloves, okay? The world down there is going to be very unstable—

ARTHUR

And don't make the jump too soon—that kick is our only way back, we have to be ready to catch it—

YUSUF

I'll use the music to let you know when it's coming, but the rest is up to you.

Arthur puts the mechanism onto the front seat.

YUSUF

Everyone ready?

Nods all round.

YUSUF

Sweet dreams—

Yusuf hits a button, and we–

CUT TO:

INT. HOTEL LOBBY BAR—SUNSET

Fischer nurses a drink. Staring at the ice cracking.

BLONDE (O.S.)

Am I boring you?

Fischer looks up. A beautiful BLONDE is next to him.

BLONDE

I was telling you my story. I guess it wasn't to your liking.

FISCHER

I have a lot on my mind.

Fischer looks around the bar. There are several STERN-LOOKING CHARACTERS paying him too much attention.

INT. HOTEL LOBBY—CONTINUOUS

Arthur and Ariadne sit at a table across the lobby. They spot Cobb moving across the lobby towards Fischer.

ARTHUR

And there goes Mr. Charles...

ARIADNE

Who or what, exactly, is Mr. Charles?

ARTHUR

It's a gambit designed to turn Fischer against his own subconscious.

INT. HOTEL LOBBY BAR—CONTINUOUS

Cobb approaches the bar, watched closely by Fischer's Sub-security.

COBB
Mr. Fischer! Good to see you again. Rod Green, Marketing.

(to Blonde)
And you must be...

BLONDE
Leaving.

She presses against Fischer as she slides off her stool and deposits a cocktail napkin in front of him.

BLONDE
In case you get bored.

Cobb watches her walk away. The Sub-security FOLLOWS her.

COBB
I think you just got blown off... unless her phone number really does have only six digits.

Fischer glances at the napkin: "528-491."

INT. HOTEL LOBBY—CONTINUOUS

Arthur watches the Sub-security follow the Blonde.

ARIADNE
And why don't you approve?

ARTHUR
Because it involves telling the mark that he's dreaming. Which involves attracting a lot of attention to us.

ARIADNE
Didn't Cobb say never to do that?

ARTHUR
You must've noticed by now how much time Cobb spends doing things he says never to do.

INT. HOTEL LOBBY BAR—CONTINUOUS

Cobb turns to Fischer.

COBB
Strange way to make friends.
(off look)
Lifting your wallet, I mean.

Fischer pats his pocket. Empty. He looks to the lobby where he sees the Sub-security trailing the Blonde.

FISCHER
Goddamn it. The wallet alone's worth—

COBB
Five hundred bucks. I know. Don't worry, my guys are on it.

FISCHER
Who did you say you were?

Fischer looks at him, curious. Cobb plows on, confident–

COBB
I *said* I was Rod Green from Marketing—but I'm not. My name is Mr. Charles. I might seem familiar to you. I'm in charge of your security here.

INT. HOTEL LOBBY—CONTINUOUS

The Blonde hurries up to Saito, emerging from the elevator–

BLONDE
Mr. Saito, can I have a minute?

She pushes him back into the elevator, closing the door as the Sub-security approaches...

INT. ELEVATOR—CONTINUOUS

The Blonde fondles Saito's lapels, getting close.

SAITO
I'm sorry, but...

Saito glances over her shoulder to see, in the tunnel of infinite reflections created by the elevator's opposing mirrors, three reflections in, THE BLONDE IS EAMES. He winks.

SAITO
(pushing him away)
Very amusing, Mr. Eames.

EAMES
You look a bit perkier.

A SHUDDER ripples through the elevator.

SAITO
Turbulence on the plane?

EAMES
Feels closer. That's Yusuf's driving.

And we–

CUT TO:

INT./EXT. VAN ON RAINY DOWNTOWN STREETS—DAY

Yusuf FIGHTS the wheel as the van CUTS DOWN AN ALLEY, BUMPING OVER POTHOLES and SMASHING TRASH CANS aside– THREE S.U.V.'S IN FURIOUS PURSUIT. Yusuf looks in the rear view mirror, FRUSTRATED. He checks his WATCH, then checks the back: the SLEEPERS SHAKE with the impact and we–

CUT TO:

INT. HOTEL LOBBY BAR—NIGHT

As a TREMOR echoes through the bar Fischer looks at Cobb trying to place him.

FISCHER
Security? You work for the hotel?

COBB
No. My specialty is subconscious security.

FISCHER
You're talking about dreams. You're talking about extraction.

COBB
Exactly. My job is to protect you...

Behind Fischer a WAITER puts down a tray– tipping a champagne glass over– SMASH– Cobb NOTICES. Pauses, looks across the bar– HIS TWO CHILDREN ARE CROUCHED, BACKS TOWARDS US...

Cobb looks around the bar, the patrons start to STARE at Cobb, suspicious– Cobb shifts back to Fischer–

COBB
My job is to protect you from any attempt to access your mind through your dreams.

Cobb regains his patter– the patrons lose interest...

INT. ELEVATOR—CONTINUOUS

Eames pulls out Fischer's wallet, moves to hand it to Saito, then PAUSES, opens it, leafs past the cash to find... The SNAPSHOT: young Robert holding his HOMEMADE PINWHEEL, his father blowing on it. The elevator doors open and Eames steps off. HANDS Saito the wallet.

EAMES
Get off at a different floor and keep moving.
Dump the wallet, then meet me in the lobby.
The security will try to track it down. We need
to buy Cobb a little more time.

The doors close. Saito puts the wallet in his pocket. He COUGHS– a deep, nasty cough.

INT. HOTEL LOBBY BAR—CONTINUOUS

Cobb looks over Fischer's shoulder to see a SUITED MAN watching him. Another MAN is walking in from the lobby.

COBB
You're not safe here.

Cobb steps away from the bar. Fischer does not move.

COBB
Trust me. They're coming for you.

Fischer sizes him up, A CLAP OF THUNDER echoes, and we–

CUT TO:

INT./EXT. VAN ON RAINY DOWNTOWN STREETS—DAY

GUNSHOTS BLAST out the rear and side windows of the van– a Security Man is leaning out of the lead S.U.V. with a SHOTGUN–

WIND AND RAIN RIP THROUGH THE VAN– in the back, ARTHUR'S SLEEPING FACE IS WHIPPED BY THE SPRAY, AND WE–

CUT TO:

INT. HOTEL LOBBY BAR—SUNSET

Fischer looks out the windows at sudden, HURRICANE-LIKE RAIN–

COBB

Strange weather, huh?

A TREMOR runs through the bar– Cobb looks around–

COBB

You feel that?

INT. HOTEL LOBBY—CONTINUOUS

Ariadne and Arthur watch the GUSTS OF WIND RATTLE the windows. Arthur sees HOTEL GUESTS staring out at the weather, PUZZLED. Several of them TURN TO LOOK DIRECTLY AT ARTHUR.

ARIADNE

What's happening?

ARTHUR

Cobb's drawing Fischer's attention to the strangeness of the dream. That's making his subconscious look for the dreamer. For me.

And we–

CUT TO:

INT./EXT. VAN ON RAINY STREETS—DAY

At the end of the alley– Yusuf THROWS the van into a HARD RIGHT TURN– we move into EXTREME SLOW MOTION... THE SLEEPERS IN THE BACK ARE DRAWN TO ONE SIDE OF THE VAN BY THE CENTRIFUGAL FORCE... and we–

CUT TO:

INT. HOTEL LOBBY BAR—CONTINUOUS

The liquid in Fischer's drink RISES UP AGAINST ONE SIDE OF THE GLASS– Fischer notices, confused.

COBB
Very odd—the weather, the *gravity*...

Fischer looks around the bar– it's as if THE ENTIRE ROOM IS SET AT A 45-DEGREE ANGLE– glasses SLIDING off tables...

COBB
But I can explain all this. You've actually been trained for this.

(Fischer nods)

Think of the strangeness of the weather, the shifts in gravity.

COBB
None of this is real...

(beat)

We're in a dream.

Fischer looks at the room around them. Back to Cobb. All through the bar, patrons turn to look at Cobb IN UNISON.

COBB
The simplest test of what I'm saying is for you to try and remember anything about the way you arrived in this hotel... okay?

Fischer stares at Cobb, trying to process this. All around them, people STARE at Cobb. Several get up as if to approach.

COBB
Breathe. Remember the training. Accept the fact that we're in a dream. That's why I'm here protecting you.

As Fischer considers this we–

CUT TO:

INT./EXT. VAN ON RAINY STREETS—DAY

Yusuf STRAIGHTENS UP the van, RACING down the street, swerving through traffic and we–

CUT TO:

INT. HOTEL LOBBY BAR—EVENING

The building gradually EASES BACK INTO ALIGNMENT–

FISCHER

So *you*... you're not real?

The bar patrons start to ignore Cobb again.

COBB

No. I'm a projection of your subconscious. I was put in place to protect you in the event that extractors pulled you into a dream. I believe that's what has happened.

Fischer takes this in. Then looks at the Security Men approaching across the crooked floor, he nods at Cobb–

INT. HOTEL LOBBY—EVENING

Cobb escorts Fischer across the lobby. As he does so, he walks past the two CHILDREN, backs to us– Cobb ignores them– The two Sub-security fall in behind. Cobb hurries Fischer up the stairs– then PUSHES him into–

INT. HOTEL LOBBY BATHROOM—CONTINUOUS

Fischer stumbles in– turns to Cobb, angry–

FISCHER

Hey—

Cobb reaches into his jacket– the First Man BURSTS in– Cobb KICKS him to the ground– DRAWS his gun as the SECOND MAN comes through the door, moving towards Fischer–

BLAM! Cobb BLASTS the Second Man in the back– TURNS and SHOOTS the First Man.

FISCHER
Jesus Christ! What are you doing?!

Cobb turns to Fischer, calm. Convincing.

COBB
Look at the gun in his hand.

Fischer looks: the Second Man was holding a pistol. Cobb opens the First Man's jacket to show Fischer his holster and sidearm.

COBB
These men were sent to abduct you.

Cobb pulls out the gun and HANDS it to Fischer.

COBB
If I'm going to help you, I need you to be calm.

Fischer remembers something.

FISCHER
If this is a dream, I have to kill myself and wake up—

Fischer raises the gun towards his head–

COBB
I wouldn't do that—they've probably got you sedated. If you pull that trigger, you might not wake up, you might drop into a lower dream state. Mr. Fischer, you know all this, you just have to remember it...

Fischer lowers the gun.

INT. HOTEL CORRIDOR—CONTINUOUS

Saito walks down the corridor, followed by a Security Man. Saito DUCKS around the corner, moves to a GARBAGE CHUTE and DROPS Fischer's WALLET into it. He SLIPS into the stairwell as the Security Man comes abreast of the chute and pauses.

INT. HOTEL CORRIDOR—CONTINUOUS

Arthur leads Ariadne to a particular room: 491.

INT. ROOM 491—CONTINUOUS

Arthur leads Ariadne in. He opens the closet, opens the room safe, pulls out FOUR BRICKS OF PLASTIC EXPLOSIVE.

ARTHUR
So, if everything's correct, this room should be directly below 528.

INT. HOTEL LOBBY BATHROOM—CONTINUOUS

Cobb looks reassuringly at Fischer.

COBB
What do you remember from before this dream?

FISCHER
(thinking)
Rain... gunfire... *Uncle Peter*.
(looks up)
Christ—we've been kidnapped.

COBB
Where were they holding you?

FISCHER
They had us... in the back of a van...

COBB
Your body's bouncing around in the back of a van right now—that explains the gravity shifts.

FISCHER
It was... to do with a safe... Christ, why's it so hard to remember?

COBB
It's like trying to remember a dream after you've woken up. It takes years of practice to do it easily. So, you and Browning have been pulled into this dream so they can steal something from your mind. What?

FISCHER
They wanted a combination to a safe... they demanded the first numbers to pop into my head.

COBB
That's them extracting a locator.

FISCHER
A locator?

COBB
A number from your own subconscious. It can be used any number of ways...
(thinking)
This is a hotel. *Room numbers*. What was the number you gave them?

FISCHER
5, 2... something... it was a long number. 528... 528, 4 something.

COBB
(opens phone)
Well, we know where to start.
(into phone)
Fifth floor.

INT. ROOM 491—CONTINUOUS

Arthur hangs up the phone. He is standing on a chair, attaching the explosives to the ceiling.

ARIADNE
Do you use a timer?

ARTHUR
No, I have to judge it myself. Once you're all asleep up in room 528, I wait 'til Yusuf starts his kick...

ARIADNE
How will you know?

ARTHUR

His music warns me it's coming, then the van hitting the barrier of the bridge should be unmistakable—that's when I blow the floor out from underneath us and we get a nice synchronized kick. Too soon, and we won't get pulled out; too late and I won't be able to drop us.

ARIADNE

Why not?

ARTHUR

The van will be in free fall. I can't drop us with no gravity.

Arthur finishes setting the charges.

INT. HOTEL LOBBY—CONTINUOUS

Saito moves through the lobby. Browning is coming in the other direction. Saito assumes him to be Eames.

SAITO

I see you've changed.

BROWNING

I'm sorry?

Eames comes up behind Browning, catching Saito's eye.

SAITO

I'm... I mistook you for a friend.

BROWNING

Good-looking fellow, I'm sure.

Browning moves off. Saito approaches Eames.

EAMES

That's Fischer's projection of Browning. We'll keep an eye on how he behaves—

SAITO

Why?

EAMES

How he acts will tell us if Fischer's starting to suspect his motives the way we want him to.

INT. HOTEL CORRIDOR, FIFTH FLOOR—MOMENTS LATER

Cobb leads Fischer around a corner. Arthur and Ariadne are waiting in the corridor.

COBB

They work for me.

Fischer starts looking at room numbers. Stops at 528. Cobb draws his gun, steps back from the door and KICKS it open–

INT. ROOM 528—CONTINUOUS

Cobb JUMPS into the room, gun up. The room is empty. Arthur and Ariadne search the room. Saito and Eames arrive. Eames shuts the door. Arthur FINDS something–

ARTHUR

Mr. Charles!

Arthur holds up a MECHANISM CASE. Cobb shows it to Fischer.

COBB

You know what this is?

Fischer's eyes roam over the dials and plungers.

FISCHER

I think so. But I don't understand.

COBB

They were going to put you under.

FISCHER

I'm already under.

COBB

Under *again*.

FISCHER

A dream within a dream?

ARTHUR

Shhhh!

Arthur is at the door. Someone is there. A key goes into the lock– the door starts to open– Arthur REACHES OVER and GRABS the person entering, THROWS THEM TO THE FLOOR– puts his gun in their face. IT IS BROWNING.

Fischer stares, disbelieving, at his godfather.

FISCHER

Uncle Peter. What's going on?

Cobb pulls the key from Browning's hand: ROOM 528

COBB

You said you were kidnapped together?

FISCHER

Not exactly, they already had him. They'd been torturing him...

COBB

You *saw* them torture him?

Fischer shakes his head. Looks at Browning. Thinking.

FISCHER

The kidnappers are working for you.

BROWNING

No, Robert—

FISCHER

You're trying to get that safe open. To get the alternate will.

Browning looks up at Fischer.

BROWNING

Fischer Morrow's been my entire life. I can't let you destroy it.

FISCHER

I'm not going to throw away my inheritance. Why would I?

BROWNING
I couldn't take the chance of you rising to your father's final taunt.

FISCHER
What taunt?

BROWNING
That will. I'm sorry, Robert, but it's his final insult. A challenge to build something for yourself. He's telling you that you aren't worthy of his achievements.

Fischer takes this in. Devastated.

FISCHER
That he was "disappointed?"

BROWNING
I'm so sorry. But he was wrong. You'll make his company even greater than he ever could.

COBB
Your godfather's lying, Robert.

Fischer turns to Cobb.

FISCHER
How do you know?

COBB
It's what I do. He's hiding something.

Cobb looks at Browning.

COBB
Let's find out what.

Cobb nods at Arthur, who starts unpacking the mechanism. Browning watches. Silent.

COBB
Let's do to him what he was going to do to you.

Cobb rolls up his sleeve. Nods at Fischer to do the same.

COBB
We'll penetrate his subconscious and find out what he doesn't want you to know.

Fischer looks Cobb in the eye. Decides– rolls up his sleeve, offering his bare arm. The team run tubes to each other– Arthur injects Fischer, whose head slumps.

ARTHUR
He's out.

ARIADNE
Wait, Cobb—I'm lost. Whose subconscious are we going into?

COBB
Fischer's. I told him it was Browning's so he'd come with us as part of our team.

ARTHUR
(impressed)
He's going to help us break into his own sub-conscious.

COBB
That's the idea. He'll think that his security is Browning's and fight them to learn the truth about his father.

Arthur hits buttons on the mechanism. The team goes out one by one. Cobb is last.

COBB
Fischer's subconscious is going to run you down hard.

ARTHUR
I'll lead them on a merry chase.

COBB
Be back in time for the kick.

ARTHUR
I'm on it.

Cobb is no longer listening– he stares at the net curtains, BILLOWING like those in Mal's suite– a GLIMPSE of someone (Mal?) as the screen goes WHITE, and we are–

EXT. SNOW-COVERED MOUNTAINS—DAY

CLOSE ON Cobb's face, staring. Fixed.

ARIADNE (O.S.)
Cobb? Cobb?

Ariadne is beside him. They stand on a cliff, dressed in white snowsuits, carrying white-painted weapons like WWII commandos. Cobb checks his SNIPER RIFLE, examines their objective: a massive FORTIFIED MEDICAL FACILITY a mile below.

ARIADNE
What's down there?

COBB
Hopefully, the truth we want Fischer to learn.

ARIADNE
I meant what's down there for you?

Cobb turns to her. Eames, Saito and Fischer arrive, SKIING down from the hill above. Cobb pulls Eames out of Fischer's earshot.

COBB
You're the dreamer. I need you to draw the security away from the complex.

EAMES
Then who guides Fischer in? You?

COBB
If I know the route... we could be compromised.

Eames looks at Cobb, uneasy. Ariadne comes over.

ARIADNE
I designed the place.

COBB
No. You're with me.

THEY STAND ON A CLIFF, DRESSED IN WHITE SNOWSUITS, CARRYING WHITE-PAINTED WEAPONS LIKE WWII COMMANDOS.

3

176-4

176-7

SAITO COUGH

176-8

SPECKS OF BLOOD IN THE SNOW.

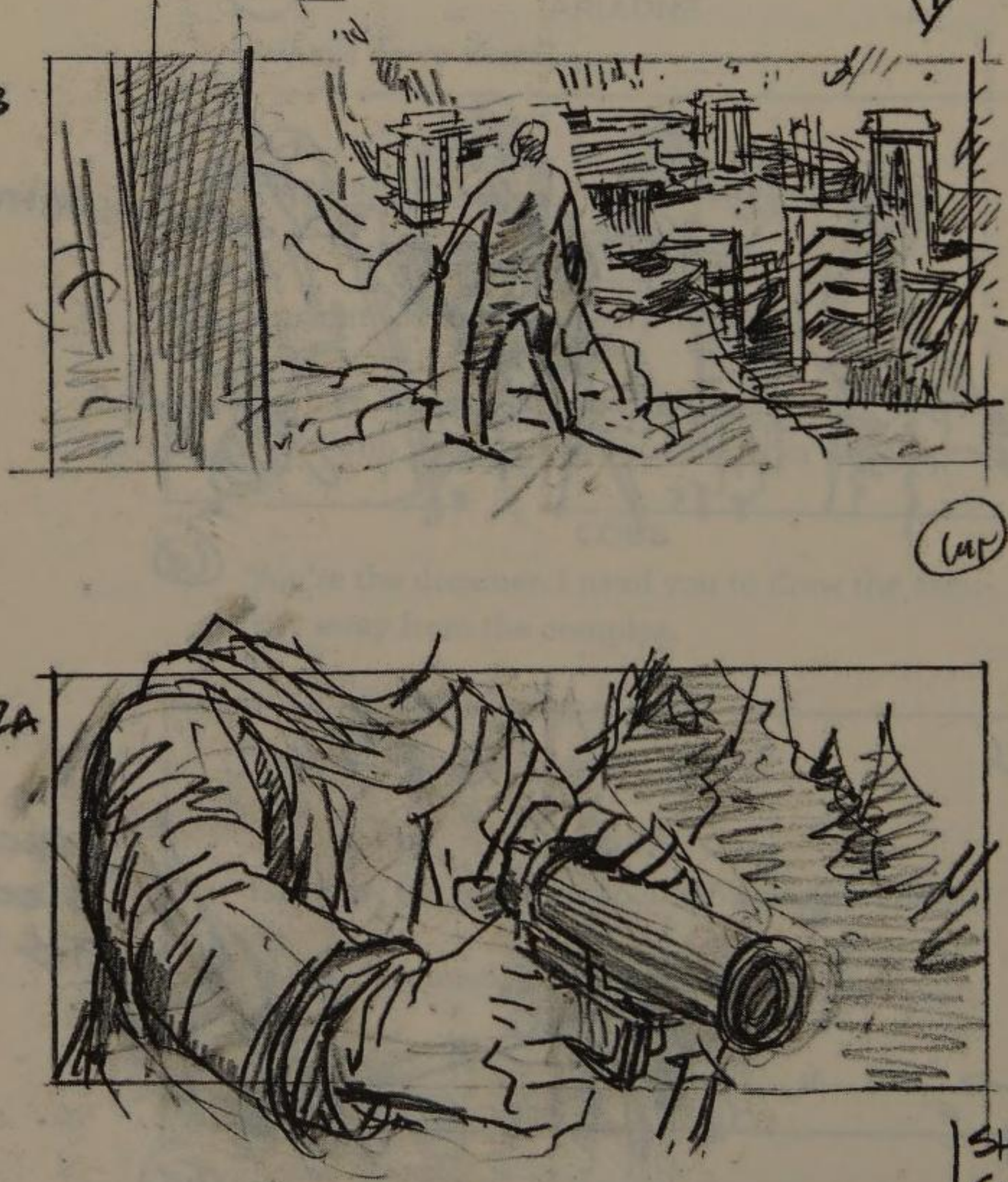
SCENE #184

184-1A

TRACK W/ CAM
AS HE SKIS
DOWN ...

SHOT CONTD

184-1B



... IN SIGHT
OF THE CO

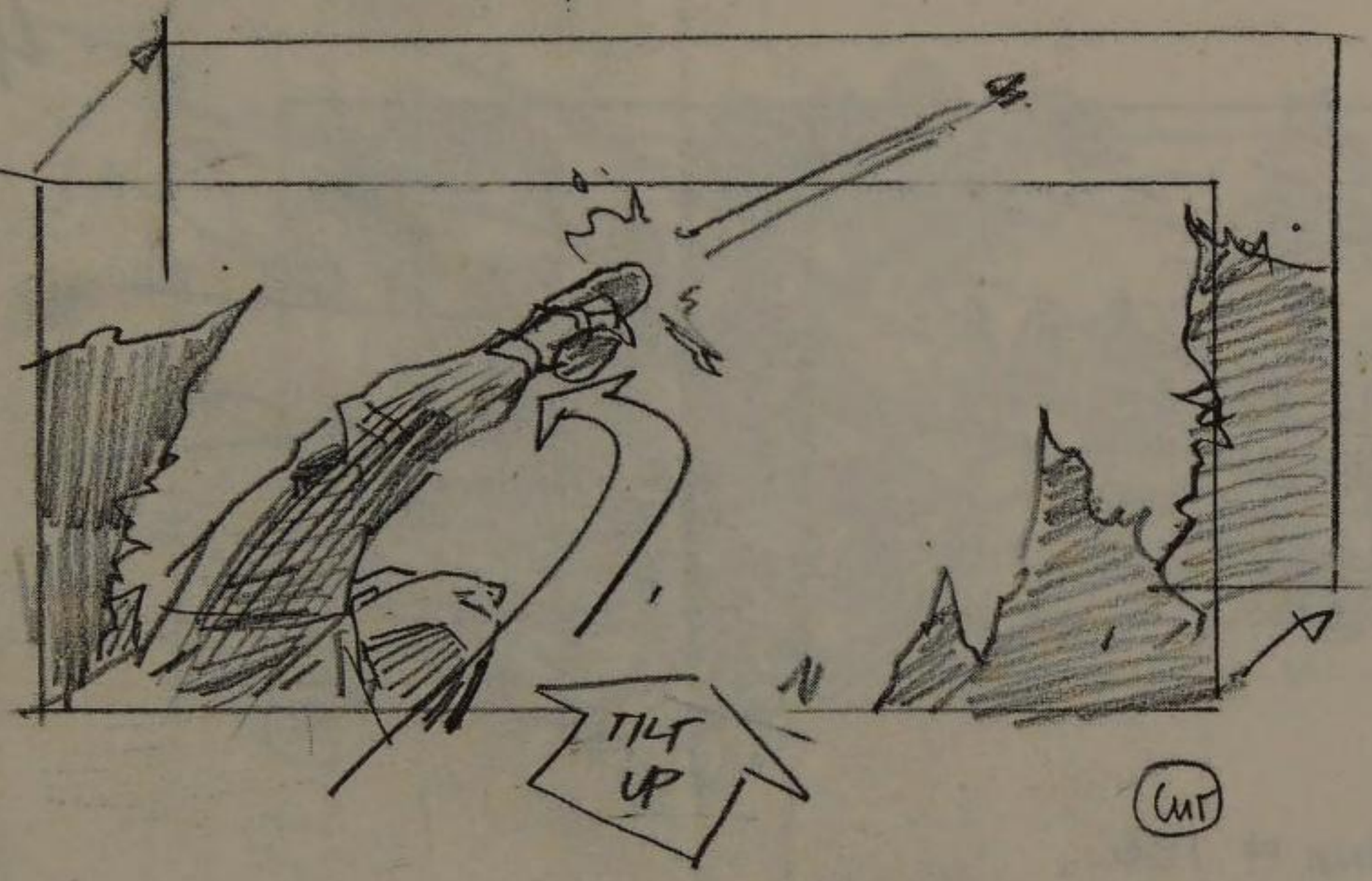
CUT

184-2A

HE TAKES
A FLARE G

SHOT CONTD

-2B



TILT UP W/ THE FIRES,

SCENE # 185

-1

SECURITY GUARDS ON RAMPART SPOT FLARE.

-2A

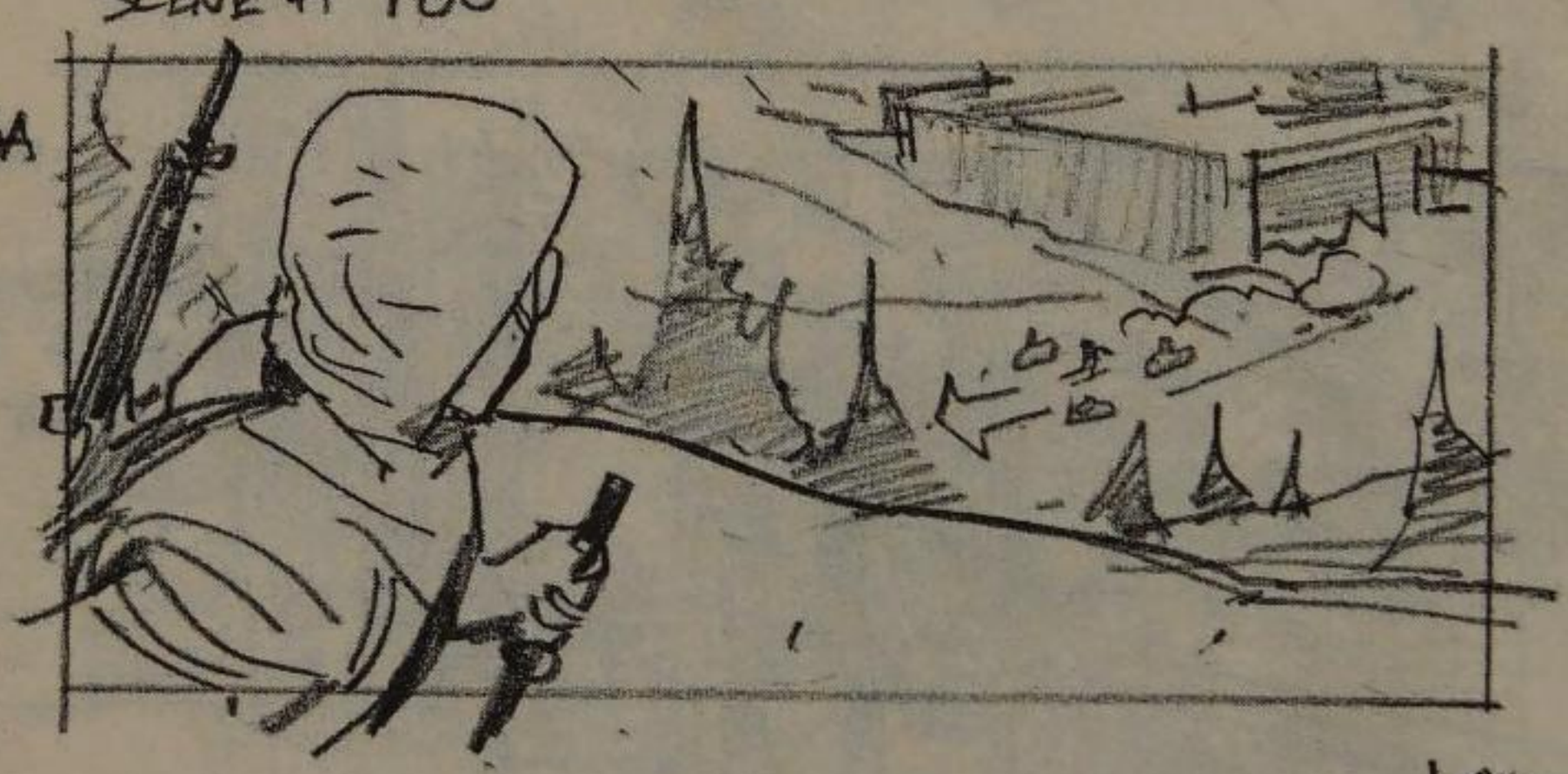
PATROLS ARE SENT OUT TO INVESTIGATE

SHOT CONTD

185-2B

SCENE # 186

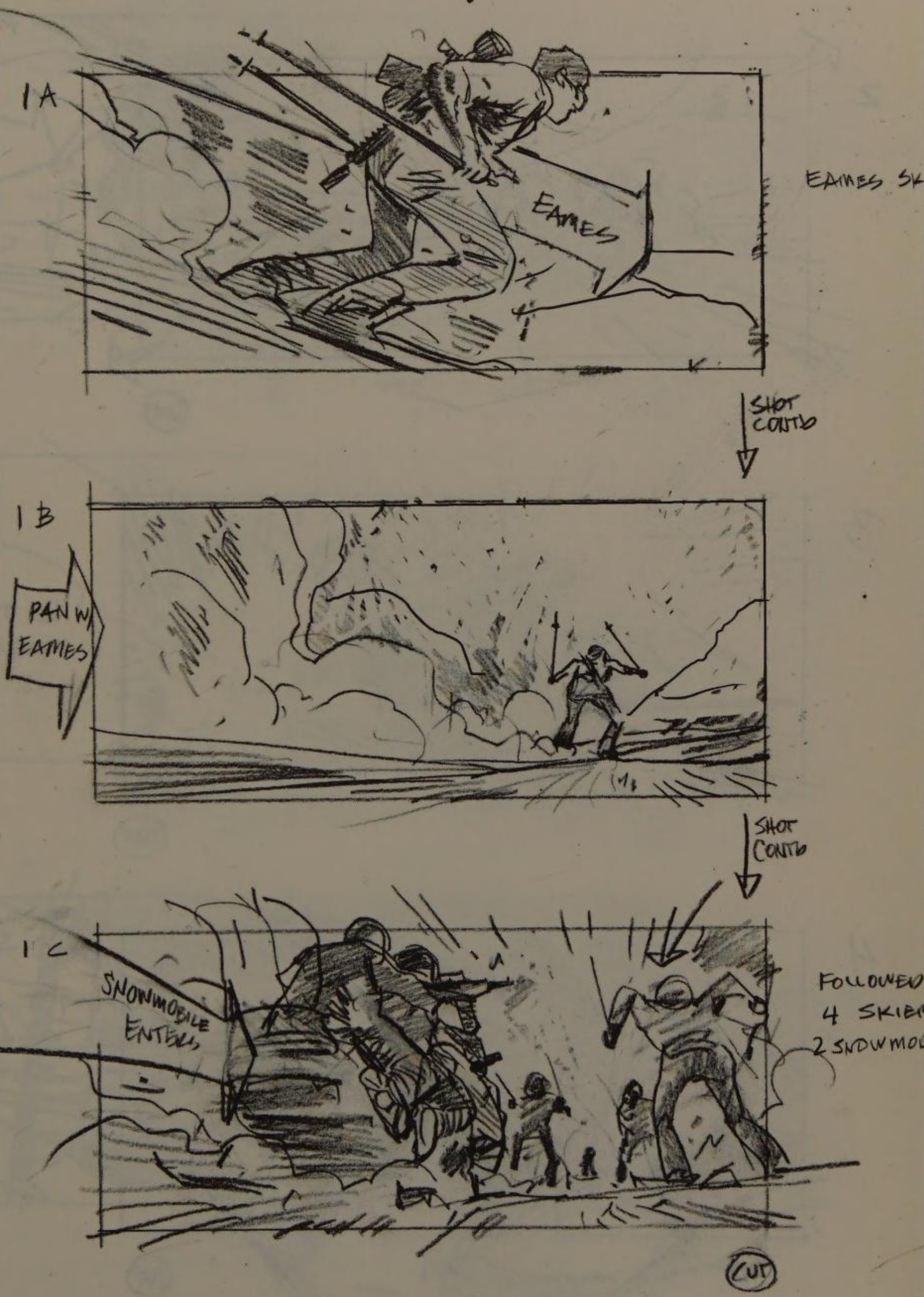
186-3A



SHOT CONTD

186-3B

SKI SEQUENCE 11/09/09



2

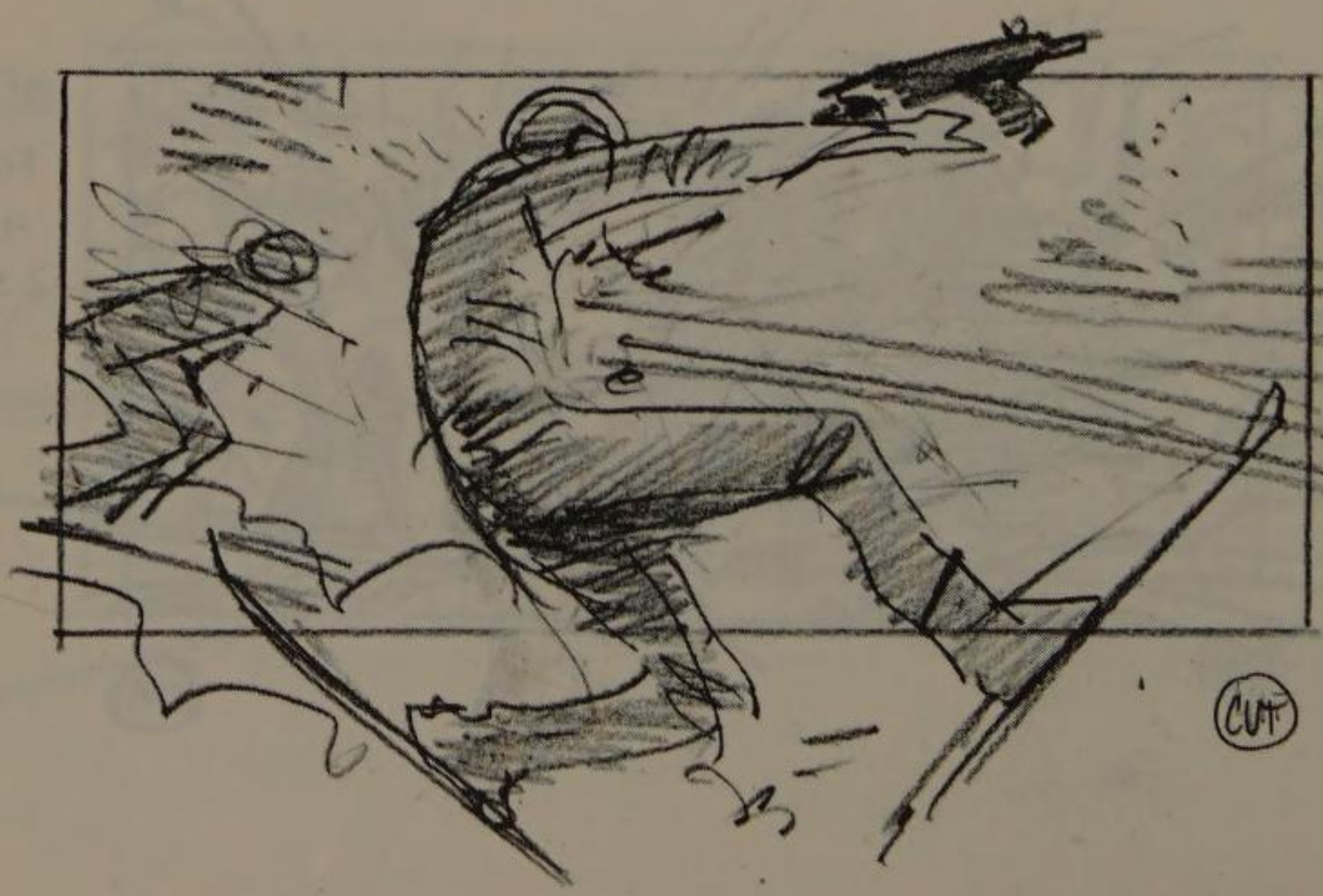
CUT

3

HE TURNS & FIRES.

CUT

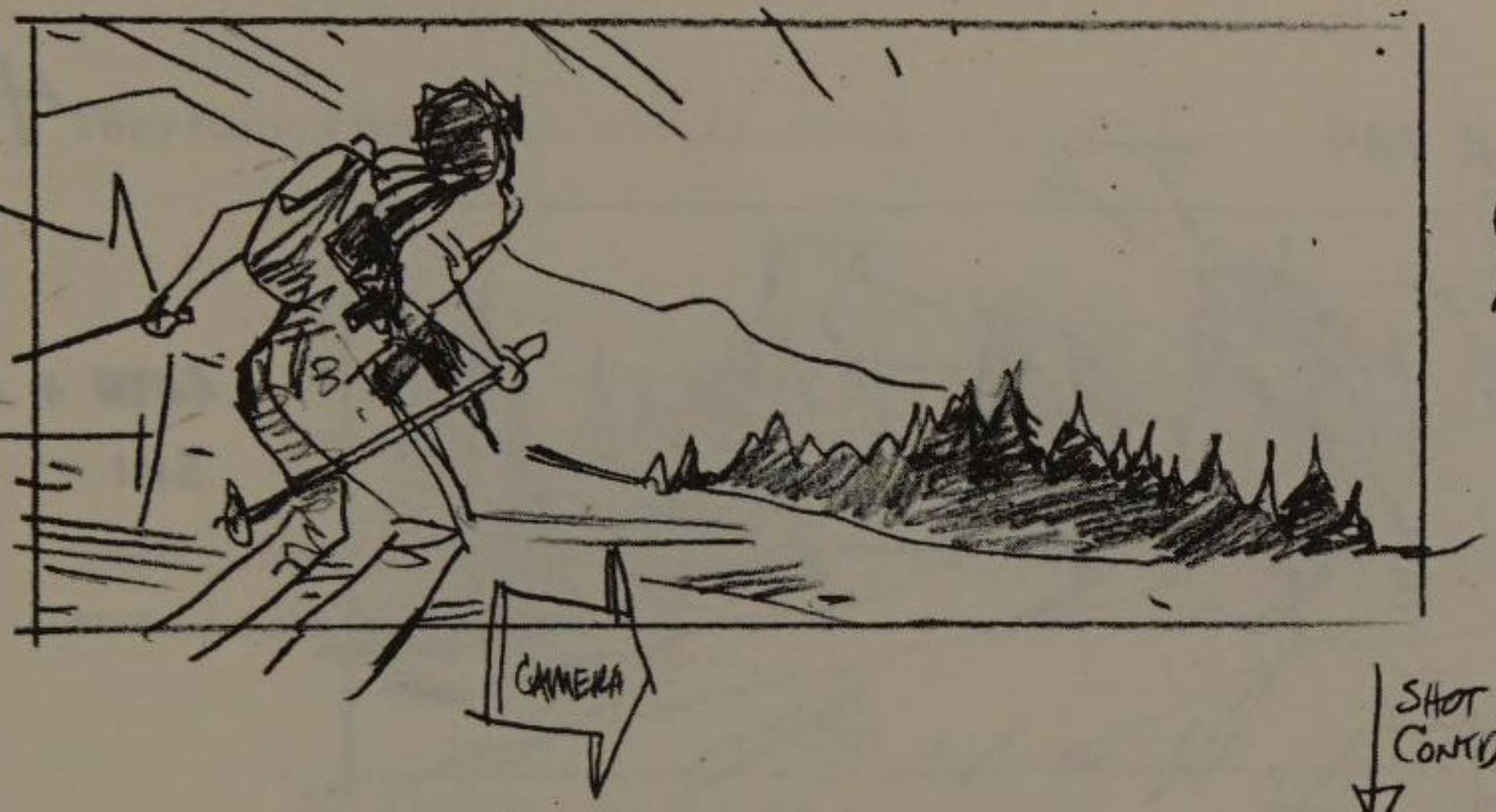
4



1ST SECURITY SKIER IS SHOT..

CUT

A



EAMES SPOTS A WOODED AREA

SHOT CONTD

B

...AND GLIDES TOWARD IT.

7

EAMES BURSTS INTO THE FOREST.

Sc. # 189

189-1A

COBB + AR

SKI —

SHOT CONTD

189-1B

- STOP -

SHOT CONTD

189-1C

LISTEN — THE WIND UNUSUALLY

SAITO (O.S.)
I could do it.

They turn to Saito. Saito shrugs at Eames. Eames smiles.

COBB
Eames, brief Saito on the route into the complex. What we're looking for is going to be in the most heavily fortified section. That north tower.

Cobb moves to Fischer. Saito COUGHS. SPITS. Eames sees BLOOD on the snow. Looks at Saito.

COBB
Mr. Fischer, you're going in with Saito.

FISCHER
You're not coming in?

COBB
You have to do this on your own. You have to get in there, break into your godfather's mind and find out the truth about your father.

Cobb taps Fischer's radio mike.

COBB
Keep this live at all times. I'll be listening in, covering you.
(holds up the sniper rifle)
The windows on the upper floors are big enough that I can cover you from that south tower.

Cobb slips into his skis, shoulders his rifle.

CUT TO:

INT. ROOM 528—NIGHT

Arthur checks the mechanism. He hears LOW BOOMS like thunder. He checks his watch– THE SECOND HAND CRAWLS FORWARDS. With a last look at the sleepers, he heads out into the corridor...

INT./EXT. VAN ON RAINY DOWNTOWN STREETS—DAY

A GUNSHOT slams into the van as Yusuf DRIVES– he glances back to see a MOTORCYCLE pulling up behind him, the REAR PASSENGER FIRING A SHOTGUN– the bike pulls alongside Yusuf's window as the passenger RELOADS– Yusuf YANKS the wheel TOWARDS the bike, bringing the shotgun barrel into the cab so he can GRAB it, spin the wheel back– PULLING the passenger from the back of the bike... Yusuf turns a corner, heading into a disused MARKET–

INT. HOTEL CORRIDOR—CONTINUOUS

Arthur walks towards the elevator. It OPENS– a SECURITY MAN emerges, heading right for him. Arthur takes a TURN, speeding up. The BOOMS are louder, and we–

CUT TO:

INT./EXT. VAN ON RAINY DOWNTOWN STREETS—DAY

The bike crosses behind the van, catching up again as the driver pulls a handgun and starts BLASTING. Up ahead, an S.U.V. sits in a side road, lining up to head off the van– the SECURITY MAN driving the S.U.V. guns it, as the bike creeps up on the other side of the van– Yusuf HITS THE BRAKES, forcing the bike out into the path of the S.U.V.– BAM– the bike SPINS off the front corner of the S.U.V., tossing the rider like a rag doll–

Heading out of the market, the van races onto a FREEWAY ON RAMP, approaching the BRIDGE. An S.U.V. SMASHES into the van's side, FORCING it up against a CRASH BARRIER... the van starts to SLOWLY TILT OVER THE BARRIER as the S.U.V. PUSHES–

CUT TO:

INT. HOTEL CORRIDOR—NIGHT

As Arthur hurries down the corridor, the corridor starts to TILT, and Arthur is forced to run UP ONTO THE WALL– he rounds a corner– STRAIGHT INTO another Security Man– Arthur HEAD BUTTS him and they STRUGGLE– as they struggle, the corridor SPINS around, THROWING THEM UP ONTO THE WALLS, THE CEILING– as wall becomes floor they DROP through a door into–

INT. HOTEL ROOM—CONTINUOUS

The fight continues all over the spinning room– and we–

CUT TO:

INT./EXT. VAN ON RAINY OFF RAMP NEAR BRIDGE—DAY

SLEEPING ARTHUR BOUNCES around as the van TILTS, SCRAPING along the barrier– the van CLEARS THE END OF THE BARRIER AND ROLLS DOWN THE EMBANKMENT, and we–

CUT TO:

INT. HOTEL ROOM—NIGHT

Arthur and the Security Man DROP to the floor, Arthur on top. Arthur gets up– heads to the stairwell.

INT./EXT. VAN ON RAINY STREET NEAR BRIDGE—DAY

The van SETTLES with a thump. Yusuf BREATHES hard. Then SMILES as he realizes he is in one piece. A RINGING BELL up ahead makes him look up to the bridge, where the barriers are starting to come down. Yusuf checks his watch–

YUSUF

Bugger.

Yusuf hits the gas, heading for the bridge. An S.U.V. lines up behind him, trying to catch up before the van crosses the barrier onto the bridge–

The van JUST MAKES IT– the S.U.V. behind RIPS its rear axle off, SCRAPING to a halt on the rising section. The Security Man inside starts FIRING on the van...

INT. HOTEL STAIRWELL—CONTINUOUS

Arthur RACES down the steps– OPENS the door to the fourth floor– spots SECURITY MEN outside room 491.

ARTHUR

Hey!

They TURN– he DARTS back into the stairwell– RACES down the stairs– the Security Men follow– they start SHOOTING, and we–

CUT TO:

EXT. SNOW-COVERED MOUNTAINS—DAY

Eames SKIS down within sight of the hospital complex. He reaches into his pack and lets off a FLARE.

EXT. HOSPITAL COMPLEX—CONTINUOUS

Security Men on the ramparts spot the flare and send PATROLS out on skis and SNOWMOBILES to investigate.

EXT. SNOW-COVERED MOUNTAINS—CONTINUOUS

Eames watches them close in, then launches himself down the mountain, STREAKING across the icy slope, and we–

CUT TO:

INT./EXT. VAN ON RAINY RISING BRIDGE—DAY

Yusuf PULLS FORWARDS, looking over his shoulder to line up a BACKWARDS RUN at the edge. He DUCKS as vicious FIRE from the S.U.V. HAMMERS the vehicle. He looks at his watch. The SECOND HAND TICKING SLOWLY...

YUSUF
Sod it. I hope you're ready.

He grabs an MP3 player and reaches into the back to place HEADPHONES on sleeping Arthur's head. As he does so, he notices Saito's bandage BLEEDING THROUGH. Yusuf hits PLAY– Edith Piaf's "Non, je ne regrette rien" starts up and we–

CUT TO:

INT. HOTEL STAIRWELL—NIGHT

Arthur STOPS, hearing something– MASSIVE LOW-END MUSICAL TONES– he looks up PANICKED–

ARTHUR
No, Yusuf. Too soon!

SHOTS slam into the stairs around him and we–

CUT TO:

EXT. SNOW-COVERED MOUNTAINS—DAY

Cobb and Ariadne make their way down towards the complex.

EAMES (over radio)
Cobb? Are you hearing that?

Cobb listens. The wind sounds unusually LOW.

EXT. FOREST, SNOW-COVERED MOUNTAINS—CONTINUOUS

Eames is hidden at the base of some trees, whispering as a patrol passes beneath his position.

EAMES
I noticed it twenty minutes ago—at first I thought it was just wind...

EXT. SNOW-COVERED MOUNTAINS—CONTINUOUS

Cobb is listening intently. The "wind" changes pitch.

COBB
No, it's music. Dammit.

EAMES (over radio)
What do we do?

COBB
We move fast. Saito, did you copy?

EXT. MOUNTAINS, THE OTHER SIDE OF THE COMPLEX—CONTINUOUS

Saito and Fischer CLIMB down a CLIFF FACE above the complex–

SAITO
We're going as fast as we can.

EXT. SNOW-COVERED MOUNTAINS—CONTINUOUS

Ariadne looks at Cobb, concerned.

ARIADNE
How long do we have?

COBB

Yusuf's about ten seconds from the jump, which gives Arthur about three minutes, which gives us about—

ARIADNE

Sixty minutes.

COBB

The route you gave them, can they do it in under an hour?

ARIADNE

I don't think so. They've still got to climb down to the middle terrace.

COBB

They need a new route—a direct route.

ARIADNE

The building's designed as a labyrinth.

COBB

There must be access routes that cut through the maze.

(into radio)

Eames?

EXT. FOREST, SNOW-COVERED MOUNTAINS—CONTINUOUS

Eames cannot answer– he SLALOMS through the forest, Sub-security in hot pursuit, bullets smashing into the trunks...

EXT. SNOW-COVERED MOUNTAINS—CONTINUOUS

Cobb turns to Ariadne.

COBB

Did Eames add any features?

ARIADNE

Yes.

COBB

What did he add?

Ariadne looks at Cobb.

ARIADNE
I shouldn't tell you. If Mal—

COBB
There's no time—what did he add?

ARIADNE
Utility closets, trap doors...

COBB
What about service features? Did he add any large pipes or—

ARIADNE
Ducts. He added an air duct system—it doesn't follow the maze. They can use it to go straight from the outer walls to the upper tower.

COBB
Explain it to them.

ARIADNE
(into radio)
Saito?

EXT. CLIFF FACE BEHIND COMPLEX—CONTINUOUS

Saito is using a hammer to tap in a belay.

SAITO
Go ahead.

And we–

CUT TO:

INT./EXT. VAN ON RAINY RAISED BRIDGE—DAY

Yusuf looks at the Security Man in the S.U.V., gives him the finger and hits the GAS– RACING BACKWARDS at the barrier... and we–

CUT TO:

INT. HOTEL STAIRWELL—NIGHT

Arthur RUNS UP the stairs, gun in hand– rounds a corner and– IMPOSSIBLY– arrives behind the Security Man– who looks at him, CONFUSED, then looks down to realize he is now at the edge of a dangerous drop– Arthur shrugs.

ARTHUR

Paradox.

Arthur PUSHES him over the edge– he falls– Arthur races up to the fourth floor– throws open the door– and we–

CUT TO:

INT./EXT. VAN ON RAINY RAISED BRIDGE—DAY

In SLOW MOTION– the van SMASHES THROUGH THE CONCRETE BARRIER– and we–

CUT TO:

INT. HOTEL CORRIDOR—NIGHT

Arthur is SPRINTING down the corridor when a TREMENDOUS CRASH sends him FLYING into the air– and we–

CUT TO:

EXT. SNOW-COVERED MOUNTAINS—DAY

A MASSIVE RUMBLE prompts Cobb to look across the valley–

EXT. FOREST, SNOW-COVERED MOUNTAINS—CONTINUOUS

Eames shoots out of the trees, then FALLS to the snow as he sees a great CRACKING up ahead– the SLOPE IS FALLING AWAY IN AN AVALANCHE–

EXT. CLIFF FACE BEHIND COMPLEX—CONTINUOUS

Saito hears the RUMBLE above them. He looks down, Fischer is below, near the bottom of the sheer face–

SAITO

Look out!

Saito CUTS the rope– they FALL– HIT the icy face and SLIDE down the slope, clearing the path of the avalanche– and we–

CUT TO:

INT./EXT. VAN—DAY

In EXTREME SLOW MOTION, the van emerges from the concrete balustrade and starts FALLING– and we–

CUT TO:

INT. HOTEL CORRIDOR—NIGHT

Arthur is still FLYING through the corridor, NOT LANDING– GRAVITY HAS DISAPPEARED... he scrambles for a handhold, GRABBING a sconce– and we–

CUT TO:

EXT. SNOW-COVERED MOUNTAINS—DAY

Cobb watches the avalanche cloud slide past the complex.

ARIADNE

What was *that*?

COBB

The kick.

EAMES (over radio)

Cobb? Did we miss it?

COBB

Yeah, we missed it.

EXT. FOREST, SNOW-COVERED MOUNTAINS—CONTINUOUS

Eames is lying on the snow.

EAMES

What the hell do we do now?

COBB (over radio)

Finish the job before the next kick.

EAMES

What next kick?

EXT. SNOW-COVERED MOUNTAINS—CONTINUOUS

Cobb looks at Ariadne as he talks into the radio.

COBB

When the van hits the water. I figure Arthur's got a couple minutes and we've got about twenty.

Cobb and Ariadne MOVE towards the base of the complex.

EXT. HOSPITAL COMPLEX—CONTINUOUS

Saito and Fischer RUN around the base of the building. They find a large EXHAUST PORT. Lay a charge on the GRILL. They BLOW the charge. Climb into the open vent.

INT./EXT. VAN—DAY

In EXTREME SLOW MOTION, the van seems SUSPENDED IN MID-AIR TEN STORIES ABOVE THE RIVER... and we–

CUT TO:

INT. HOTEL CORRIDOR—NIGHT

In ZERO GRAVITY, Arthur pulls himself to the door of 491, opens it. He looks at the charges planted on the ceiling.

ARTHUR

How the hell do I *drop* you?

He PULLS the charges from the ceiling. Hurrying. And we–

CUT TO:

INT. DUCT SYSTEM, HOSPITAL COMPLEX—CONTINUOUS

Saito and Fischer hurry through the duct system. Saito is falling behind, coughing up blood.

EXT. UPPER TERRACE, HOSPITAL COMPLEX—CONTINUOUS

Cobb GRABS a Security Guard from behind, strangling him unconscious. He beckons to Ariadne, covering her as she runs towards him. They enter the base of the south tower.

INT. TOP ROOM, SOUTH TOWER, HOSPITAL COMPLEX—CONTINUOUS

A guard is manning the tower. Cobb and Ariadne enter– Cobb SHOOTS the guard and moves to the window.

ARIADNE
(she points)
That's the antechamber outside the strongroom.

Cobb looks at the large windows of the antechamber.

COBB
What about the strongroom? Doesn't it have any windows?

ARIADNE
Wouldn't be very strong if it did.
(off look)
Look, if you wanted to design it yourself—

COBB
It's fine. Better hope that we like what Fischer finds in there.

Cobb sets up his sniper rifle. Through the scope he can see three guards on the balcony outside the chamber. Three more inside. Cobb casually picks them off with his rifle. Ariadne watches through binoculars, appalled.

ARIADNE
These projections, they're parts of his subconscious?

COBB
Yeah.

ARIADNE
Are you destroying those parts of his mind?

COBB
No, of course not, they're just projections.

EAMES (over radio)
Cobb? Something's wrong.

EXT. FOREST, SNOW-COVERED MOUNTAINS—CONTINUOUS

Eames is watching the patrols HEAD BACK towards the complex.

EAMES
They're heading your way. Like they know something.

INT. TOP ROOM, SOUTH TOWER, HOSPITAL COMPLEX—CONTINUOUS

Cobb hears this. Concerned.

COBB
Buys us some time.

EAMES (over radio)
On my way.

EXT. FOREST, SNOW-COVERED MOUNTAINS—CONTINUOUS

Eames TAKES OFF towards the base of the complex. And we–

CUT TO:

INT. ROOM 528—NIGHT

Arthur FLOATS into the room. The SLEEPERS are floating, loosely connected by their tubes. Arthur looks at them, MIND RACING. He PULLS Cobb towards Eames, and we–

CUT TO:

INT. DUCT SYSTEM, HOSPITAL COMPLEX—DAY

Saito and Fischer approach the grate covering the exit to the anteroom. Saito SLUMPS to the floor of the duct, pulls out his radio. Fischer looks at him– he is PALE, SHIVERING. Fischer takes the radio, WHISPERS into it.

FISCHER (over radio)
We're here. Are we clear to proceed?

INT. TOP ROOM, SOUTH TOWER, HOSPITAL COMPLEX—CONTINUOUS

Cobb SCANS the anteroom through the scope—it looks clear.

COBB
You're clear, but hurry—there's an army headed your way...

Ariadne watches the patrols approaching the complex...

INT. DUCT SYSTEM, HOSPITAL COMPLEX—CONTINUOUS

The SQUELCH from the radio is too loud– Fischer GRABS it and turns the volume to zero as he starts to remove the grate...

EXT. BASE OF THE HOSPITAL COMPLEX—CONTINUOUS

Eames is setting MINES along the LOWEST WALL of the structure. He moves carefully– there is a SHEER DROP below the wall...

INT. TOP ROOM, SOUTH TOWER, HOSPITAL COMPLEX—CONTINUOUS

Cobb SPOTS something through his scope. Something *above* the main windows, glimpsed through the side of the skylight.

COBB
Shit. There's someone else in there.

Cobb prepares to fire. Ariadne GRABS the radio–

ARIADNE
Fischer, stop! It's a trap!—

INT. DUCT SYSTEM, HOSPITAL COMPLEX—CONTINUOUS

Fischer does not see the flashing light on his radio as he carefully lifts the grate. He motions for Saito to stay...

INT. TOP ROOM, SOUTH TOWER, HOSPITAL COMPLEX—CONTINUOUS

Cobb TENSES to fire...

COBB
Come on... a little lower... a little—

COBB FREEZES– IT IS MAL IN HIS SIGHTS. Ariadne puts up her binoculars. Spots Mal. Fischer is climbing out of the vent...

ARIADNE
Cobb, that's not really her—

Cobb turns to her–

COBB
How can you *know* that?

INT. ANTECHAMBER—CONTINUOUS

Fischer moves into the antechamber, cautious...

FISCHER
I'm in.

Fischer turns up the volume–

ARIADNE (over radio)
Fischer, look out!—

Mal DROPS gracefully to the floor behind him–

MAL
Hello.

INT. TOP ROOM, SOUTH TOWER, HOSPITAL COMPLEX—CONTINUOUS

Cobb looks at Ariadne–

ARIADNE
Cobb, she's just a projection. Fischer... he's *real.*

Cobb thinks. Nods, TURNS back to the scope– too late– MAL SHOOTS FISCHER– Cobb reflexively pulls the trigger– Mal GOES DOWN– Cobb steps back from the scope, STUNNED.

ARIADNE
Eames? Get to the anteroom now!

They run for the door.

INT. DUCT SYSTEM, HOSPITAL COMPLEX—CONTINUOUS

Saito STARTS as he hears the shot. He starts edging forwards, clutching his belly. And we–

CUT TO:

INT. ROOM 528—NIGHT

The sleepers are floating in a rough stack, top-and-tailed. Arthur pulls the bedding from the bed and uses the sheet to bind the sleepers together. And we–

CUT TO:

INT./EXT. VAN—DAY

In EXTREME SLOW MOTION, the van CREEPS DOWNWARDS, still high above the river... and we–

CUT TO:

INT. HOTEL CORRIDOR—NIGHT

Arthur PUSHES the floating stack of sleepers to the elevator. He hits the button– the doors open– he pushes them in– GRABS the charges– climbs through the hatch in the ceiling and we–

CUT TO:

INT. DUCT SYSTEM, HOSPITAL COMPLEX—DAY

Eames steps over Saito, who looks up at him with DYING eyes–

INT. ANTECHAMBER, HOSPITAL CORRIDOR—DAY

Eames jumps out of the vent to find Cobb and Ariadne standing over the bodies of Fischer and Mal.

EAMES

What happened?

ARIADNE

Mal killed Fischer—

COBB

I wouldn't shoot her.

Eames grabs a defibrillator from the wall and pulls Fischer's jacket open–

COBB

It won't do any good—

Eames SHOCKS Fischer's chest...

COBB

Even if you could revive his body, his mind's trapped down there. It's over.

Eames listens for a pulse. Looks up at Cobb.

EAMES

So that's it, then? We failed.

COBB

I'm sorry.

EAMES

It's you who doesn't get back to your family.

Eames looks down at Fischer. Then over to the double doors.

EAMES

I wanted to know what was going to happen in there. I think we had this one.

ARIADNE

There's still a way: We follow Fischer down—

They look at her.

EAMES

We're almost out of time—

ARIADNE

Down there they'll be enough time. We'll find him—soon as you hear Arthur's music start, you use the defibrillator to revive him—we give him his own early kick from below. Get him in there—

(points to doors)

Then, as the music ends you blow the hospital and we all ride the kick back up through the layers.

Eames looks at her, then to Cobb.

EAMES
Okay, Saito can hold them off while I plant the rest of the charges.

COBB
Saito's not going to last, Eames.

ARIADNE
We have to try!

EAMES
Go for it, but I'm taking the kick whether you're back or not...

Eames pulls the mechanism from his pack. Offers it to Ariadne. Cobb watches. Silent. Ariadne pulls out the tubes–

ARIADNE
Can I trust you to do what's needed? Mal's down there—

COBB
And I can find her. She'll have Fischer.

ARIADNE
How do you know?

COBB
She wants me to come after him. She wants me back down there with her.

Cobb rolls his sleeve up. Ariadne rolls up her own sleeve. Eames NODS. Cobb and Ariadne lie down. Eames hits the button– WATER. BUBBLES. DROWNING. And we are–

EXT. COAST (LIMBO)—DAY

Ariadne lies in the SURF, STARING up at a CLOUDLESS SKY. A tremendous BOOM prompts her to look around her– URBAN BUILDINGS PILED right down to the water. The buildings are DECAYING, falling into the ocean like a GLACIER calving. Cobb WADES towards her through the shallow water. Ariadne looks up at the crumbling city around them.

ARIADNE
This is your world?

COBB
It was. And this is where she'll be.

And we–

CUT TO:

INT. ELEVATOR SHAFT—DAY

Arthur floats on top of the elevator, planting small charges on the EMERGENCY BRAKES and CABLE. He sets them, GRABS the other explosives, then PUSHES AWAY, shooting up the shaft. As he hits the DETONATOR, BLASTING the braking and safety systems of the elevator, we move into SLOW MOTION, the fireballs FLAMING OUT in graceful licks and we–

DISSOLVE TO:

INT. ANTECHAMBER—DAY

Eames RACES around, full speed– getting the defibrillator paddles– laying them by Fischer's body– he runs into the duct– pulls Saito up to a seated position and hands him a handgun.

EAMES
Come on, Saito. I need you to cover Fischer while I plant the charges.

Saito nods weakly, tries to hold the gun. Eames moves to the window– pulls his machine gun off– checks its load. Ready. He watches the security patrols climb up the outer walls... Eames lays down a HAIL of covering fire– then heads outside–

EXT. HOSPITAL COMPLEX—CONTINUOUS

Eames races along the upper terrace dodging fire– BULLETS SHATTER a window behind him and we move into SLOW MOTION, the glass CASCADING GENTLY and we–

DISSOLVE TO:

EXT. COAST (LIMBO)—DAY

Cobb and Ariadne climb out of the waves, full speed. They move into the shadow of the tall, crumbling buildings. The streets are eerily DESERTED. As they move further in, the buildings become NEWER,

CONCEPT ART

PREVIOUS PAGE: Cube City Street Concept. ABOVE: Walking to the Skyscraper in Limbo. (Illustrations by Nathaniel West, digital paintings).

TOP LEFT: The Shoreline of Limbo. **TOP RIGHT** View of Limbo Beach from Elevator. **BOTTOM**: Utopia in Deterioration. (Illustrations by Nathaniel West, digital paintings)

ABOVE: Asleep in the Filthy Bathroom. **RIGHT, FROM TOP TO BOTTOM:** The Japanese Castle, Japanese Castle Dining Room, Paris Workshop. (Illustrations by Nathaniel West, except top right, by Guy H. Dyas, digital paintings)

Paris Café Explosion. (Illustrations by Nathaniel West, digital paintings)

different. Ariadne marvels at the extraordinary collection of buildings– every architectural style imaginable in waves of FAILED UTOPIAS.

ARIADNE
You built all this?

COBB
We both did.

ARIADNE
It's incredible.

COBB
We built for years. Then, when that got stale, we started in on the memories.

A child's SHOUT echoes through the deserted canyons, prompting Cobb to look down a side street: a LITTLE BLONDE BOY crouched, his back to us. A LITTLE BLONDE GIRL joins the boy, and, as Cobb turns down the street, they run off.

Cobb and Ariadne emerge into a peculiar SQUARE lined with an eclectic mix of buildings, from APARTMENT BLOCKS to HOUSES.

COBB
This is our neighborhood.

ARIADNE
(confused)
From what city?

COBB
No. *Our* neighborhood.
(pointing)
That was our first apartment... then we moved to that building... we got that small house when Mal became pregnant.

ARIADNE
You reconstructed them all from memory?

COBB
We had time.

Cobb pauses in front of a French country house. Staring.

ARIADNE

What's that?

COBB

The house Mal grew up in.

ARIADNE

Will she be in there?

COBB

No. Come on—

Cobb leads Ariadne to the entrance of a glass skyscraper.

INT. SKYSCRAPER LOBBY (LIMBO)—CONTINUOUS

Cobb leads Ariadne across the gleaming lobby to the elevators.

COBB

We both wanted a house, but we both loved skyscrapers. In the real world we had to choose. Not here.

INT. SKYSCRAPER ELEVATOR (LIMBO)—CONTINUOUS

Cobb pulls out his handgun, and a ziplock bag full of bullets.

ARIADNE

How do we send Fischer back?

COBB

We need some kind of kick.

ARIADNE

What?

COBB

I'll improvise.

Cobb COCKS his weapon, and the ELEVATOR STOPS. The doors open. Ariadne moves to exit, Cobb stops her.

COBB

There's something you have to understand about me. About inception. You see, an idea is like a virus...

Cobb leads her out of the lift...

INT. PENTHOUSE (LIMBO)—CONTINUOUS

Cobb and Ariadne step off the lift and into the incongruous interior of a craftsman house. They cautiously move down the corridor towards the back of the house...

COBB

Resilient...

(turns to Ariadne)

Highly contagious, and an idea can *grow*. The smallest seed of an idea can grow to define or destroy your world...

Cobb is staring into the kitchen. Mal is sitting at the table, back to them, staring out at the porch– the TOWERS of Limbo stretching off behind it.

MAL

The smallest idea, such as... *"Your world is not real."*

Cobb hands Ariadne his gun and moves towards Mal.

MAL

A simple little thought that changes *everything*...

Ariadne watches as Cobb sits down beside Mal. And we–

CUT TO:

INT. ELEVATOR SHAFT—NIGHT

Arthur FLIES back down the shaft to the top of the elevator, SQUEEZES past the car to the bottom and starts to set the MAIN CHARGES ACROSS THE BOTTOM OF THE CAR, and we–

CUT TO:

INT. PENTHOUSE (LIMBO)—DAY

Cobb touches Mal's arm– she TURNS, angry. It is only now that we see that she holds a CARVING KNIFE. Mal looks at Ariadne.

MAL

So certain of your world. Of what's real. Do you think *he* is—

(points at Cobb)

Or do you think he's as lost as I was?

COBB

I know what's real.

MAL

What *are* the distinguishing characteristics of a dream? Mutable laws of physics? Tell that to the quantum physicists. Reappearance of the dead? What about heaven and hell? Persecution of the dreamer, the creator, the messiah? They crucified Christ, didn't they?

COBB

I know what's real.

MAL

No creeping doubts? Not feeling persecuted, Dom? Chased around the globe by anonymous corporations and police forces? The way the projections persecute the dreamer?

Mal puts her hand on his face. Pitying.

MAL

Admit it, Dom. You don't believe in one reality anymore. So choose. Choose your reality like I did. Choose to be here. Choose me.

COBB

(rising anger)

I have chosen, Mal. Our children. I have to get back to them. Because *you* left them. You left *us*.

MAL

You're wrong, Dom. You're confused... our children are *here*—

A child's SHOUT draws Cobb– James CROUCHES on the porch, back to us. Philippa joins him, also turned away. Cobb watches, moved. Mal leans in close.

MAL
(whispers)
And you'd like to see their faces again, wouldn't you, Dom?

COBB
Our real children are waiting for me up above.

And we–

CUT TO:

INT. ELEVATOR—NIGHT

Arthur scrambles to arrange the sleepers on the floor of the car– as his hand comes away from Saito, he sees BLOOD on it. He looks at Saito's belly– the blood is coming through his shirt. Arthur sticks headphones on sleeping Eames, and we–

CUT TO:

EXT. HOSPITAL FORTRESS—DAY

Eames throws a GRENADE, blowing up the security forces trying to ascend the terraces. He DUCKS to the ground to avoid HEAVY FIRE– starts unpacking the charges and setting them along the base of the terraces–

INT. DUCT SYSTEM, HOSPITAL COMPLEX—CONTINUOUS

Saito looks up as he hears a Security Guard climbing through the duct... he raises his gun, TREMBLING with weakness... And we–

CUT TO:

INT. KITCHEN, PENTHOUSE (LIMBO)—DAY

Mal laughs at Cobb.

MAL
(laughs)
Up above? Listen to yourself. You judged me for believing the very same thing.

Mal points at the children–

MAL
These *are* our children. Watch.
(turns to the kids)
Hey, James! Philippa?!

The children START TO TURN to us– BUT COBB CLOSES HIS EYES.

COBB
They're not real, Mal. Our real children are waiting for us—

The children run off. Cobb opens his eyes.

MAL
You keep telling yourself that but you don't believe it—

COBB
I know it—

MAL
And what if you're wrong? What if I'm what's real?

Cobb is silent.

MAL
You keep telling yourself what you know... but what do you believe? What do you *feel*?

Cobb looks at Mal. Struggling.

COBB
Guilt. I feel guilt. And however confused I might get. However lost I might seem... it's always there. Telling me something. Reminding me of the truth.

MAL
What truth?

COBB
That you were wrong to doubt our world. That the idea that drove you to question your reality was a lie...

MAL
How could you *know* it was a lie?

COBB
Because it was *my* lie.

MAL
(realizing)
Because you planted the idea in my mind.

COBB
Because I performed inception on my own wife, then reaped the bitter rewards...

ARIADNE
Why?

COBB
We'd become lost in here. Living in a world of infinite possibilities. A world where we were gods. I realized we needed to escape, but she'd locked away her knowledge of the unreality of this world...

INSERT CUT: Mal opens the doll's house. Takes the spinning top, lies it down in the safe. LOCKS IT AWAY.

COBB
I couldn't make Mal understand that we needed to break free. To die. So I started to search our world...

Cobb turns to Mal, but keeps talking to Ariadne...

INSERT CUT: Cobb WANDERS *the streets of Limbo...*

COBB
Searching for the right place in her mind...

INSERT CUT: Cobb stops outside the VICTORIAN HOUSE, MAL'S CHILDHOOD HOME, *looking up at it. He heads inside...*

COBB
And when I found that place, that secret place where she had shut away her knowledge years before, I broke it open...

INSERT CUT: Cobb looks around Mal's childhood bedroom. Comes to the doll's house...

COBB
I broke into the deepest recess of her mind, to give her the simplest little idea.

INSERT CUT: Cobb throws open the safe doors. Sitting on the shelf of the safe is a spinning top. On its side.

COBB
A truth that she had once known, but had chosen to forget...

INSERT CUT: Cobb picks up the totem. He SPINS it in the safe. IT SPINS AND SPINS WITHOUT END. Cobb CLOSES THE DOOR of the safe...

COBB
That her world was not real.

INSERT CUT: COBB AND MAL ARRIVE AT TRAIN TRACKS CUTTING THROUGH WASTELAND.

COBB (V.O.)
That death was a necessary escape.

They lie on the tracks looking into each other's eyes. Mal is crying. Cobb takes her hand, reassuring. He starts to speak–

COBB
You're waiting for a train. A train that will take you far away. You know where you hope this train will take you, but you can't know for sure. Yet it doesn't matter...

Mal looks at him across the railroad tracks. Replies–

MAL
Because you'll be together.

The train comes, OBLITERATING the lovers.

Back in the present– Cobb looks into Mal's eyes. She is crying.

COBB
I never thought that the idea I'd planted would grow in her mind like a cancer. That even after we woke...

INSERT CUT: Cobb looks around the HOTEL SUITE, confused. He moves to the CURTAINS... Mal is on the ledge opposite.

COBB
You'd continue to believe that your world was not real...

Crying, Mal nods–

MAL
That death was the only escape?

INSERT CUT: Mal PLUNGES to her death.

MAL
You killed me.

Cobb looks at Mal. Whispers–

COBB
I was trying to save you—I'm sorry.

Mal comes in close to Cobb. Looks him over.

MAL
You infected my mind. You betrayed me. But you can make amends. You can still keep your promise. We can still be together... right here. In our world. The world we built together.

CUT TO:

INT. ELEVATOR—NIGHT

Arthur hits "Play" on his music player– Edith Piaf starts to ring out, Arthur checks his detonator and we–

CUT TO:

INT. ANTECHAMBER—DAY

Eames races back in– in the relative quiet he notices MASSIVE LOW-END MUSICAL TONES. He drops his gun and goes to Fischer's side...

INT. DUCT SYSTEM, HOSPITAL COMPLEX—CONTINUOUS

Saito musters all his remaining strength as the guard emerges– Saito FIRES, dropping the guard, then COLLAPSES, the gun clattering to the duct floor... Saito is dead.

INT. ANTECHAMBER—CONTINUOUS

Eames powers up the defibrillator, puts the paddles on Fischer's chest, then POW!– he shocks him, and we–

CUT TO:

INT. PENTHOUSE (LIMBO)—DAY

LIGHTNING crackles across the sky– Ariadne sees it.

ARIADNE

We need Fischer.

MAL

You can't have him.

Cobb stares at Mal. Mesmerized.

COBB

If I stay, can she take him back?

ARIADNE

Cobb, what are you saying?

MAL

Fischer's on the porch.

ARIADNE

Cobb, you can't do this.

COBB

Go check he's alive, Ariadne.

Ariadne moves onto the porch, high above the metropolis, and we–

CUT TO:

INT. ELEVATOR—NIGHT

Arthur nods his head in time with the music, counting down, holding the detonator. He starts bracing himself, and we–

CUT TO:

INT. ANTECHAMBER—DAY

Eames recharges the defibrillator. SHOCKS Fischer again, and we–

CUT TO:

EXT. PORCH, PENTHOUSE (LIMBO)—DAY

Ariadne looks up as a LARGE BOLT OF LIGHTNING RIPS across the sky... she looks down to see Fischer, BOUND AND BLOODY, lying below the rail.

ARIADNE
He's here. And it's time. But you have to come with us.

Another massive lightning strike flickers across the sky–

ARIADNE
Cobb, I'm not going to let you lose yourself in here! You have to get back to your children!

COBB
Send Fischer, I have to stay—

ARIADNE
You can't stay here to be with her—

Cobb turns from Mal. Looks at Ariadne.

COBB
I'm not. Saito is dead by now. That means he's here. I have to stay here and find him.

Ariadne removes Fischer's gag– pulls him up, onto the rail. Cobb looks back at Mal.

COBB
I can't stay here to be with her because she's not real.

Mal looks at Cobb, furious.

MAL
Not real? I'm the only thing you do believe in anymore. Here—doesn't this feel real, Dom?

She STABS him in the chest– Cobb WHEEZES– GASPING, looking at Mal–

COBB
I wish you were. But I couldn't make you real. I'm not capable of imagining you in all your complexity and... perfection. As you really were. You're the best I can do. And you're not real.

Mal pulls the knife and moves to STRIKE again–

ARIADNE
No!

A SHOT rings out, Mal GRABS her shoulder– Cobb turns to Ariadne, who is pointing Cobb's gun.

COBB
What're you doing?

ARIADNE
Improvising.

She KICKS Fischer off the roof– AIMS again at Mal–

Fischer DROPS as the sky LIGHTS UP WITH ELECTRICITY– Fischer SCREAMS, then GASPS, no longer falling, and we are–

INT. ANTECHAMBER—DAY

Eames pulls the defibrillator from Fischer's chest as he COUGHS AWAKE.

EAMES
Get in there—quick!

Fischer looks up at the double doors. STAGGERS to his feet. Fischer pushes open the doors to the STRONGROOM.

INT. STRONGROOM—CONTINUOUS

Fischer walks into the silent white room. At one end of the room is a bed. A figure lies in the bed. His FATHER. Breathing with tremendous difficulty. Dying. And we–

CUT TO:

EXT. PENTHOUSE (LIMBO)—DAY

Ariadne takes aim at Mal–

COBB

No!

Cobb holds Ariadne's gaze. She lowers the gun. And we–

CUT TO:

Eames GRABS the detonator– then moves to the door of the strong-room...

CUT TO:

INT. ELEVATOR, HOTEL—NIGHT

Arthur HITS THE DETONATOR–

INT. ELEVATOR SHAFT—CONTINUOUS

The CHARGES on the bottom of the elevator EXPLODE, and we move into EXTREME SLOW MOTION as the flames BALLOON–

CUT TO:

INT. STRONGROOM—CONTINUOUS

A RUMBLE BUILDS as Fischer approaches the bed, overcome with emotion. His Father sees him. Starts trying to speak. Fischer leans in...

FATHER
(hoarse whisper)

I... was... dis... dis...

FISCHER
I know, Dad. You were disappointed that I couldn't be you.

The dying man SHAKES HIS HEAD with surprising energy.

FATHER
(whisper)
I was disappointed... that you tried.

Fischer hears this. And we–

CUT TO:

INT. ELEVATOR SHAFT—NIGHT

The elevator car is ROCKETED along its track by the explosion–

INT. ELEVATOR—CONTINUOUS

Arthur is SMASHED against the floor of the car next to the sleepers who SHUDDER with the force of ACCELERATION– and we–

CUT TO:

INT. ANTECHAMBER—DAY

Eames WATCHES Fischer–

EAMES
(to himself)
Come on, come on...

INT. STRONGROOM—DAY

The Father collapses back onto the pillow. Fischer starts to weep. His Father reaches out a trembling hand but when Fischer tries to hold it, he SHAKES his son's hand away...

He is reaching for the SAFE next to his bed. His fingers fumble at the keypad, he can't open it. His son pushes 5,2,8,4,9,1 into the keypad. Opens it. Inside the safe is the WILL. And beside it is a HOMEMADE PINWHEEL, clearly made by a child. By Fischer. He takes it out, MARVELING at it. He turns to his father, but his father is dead.

Eames, watching from the door, HITS THE DETONATOR–

ARTHUR ... STARTS TO SET **THE MAIN CHARGES ACROSS THE BOTTOM OF THE CAR** ...

42

BELOW CAR
ARTHUR'S LEGS
DROP DOWN ...

SHOT CONTD

ARTHUR DROPS DOWN INTO FRAME & SETS A CHARGE

SHOT CONTD

THEN ANOTHER ONE CLOSER TO LENS.

CMT

67A

INT. ELEVA
ARTHUR.

SHOT CONTD

67B

...FLOATS
BACK DO
THROUGH
CEILING H

CUT

68

C.U. EAME
ARTHUR PU
HEADPHON
ON HIM,

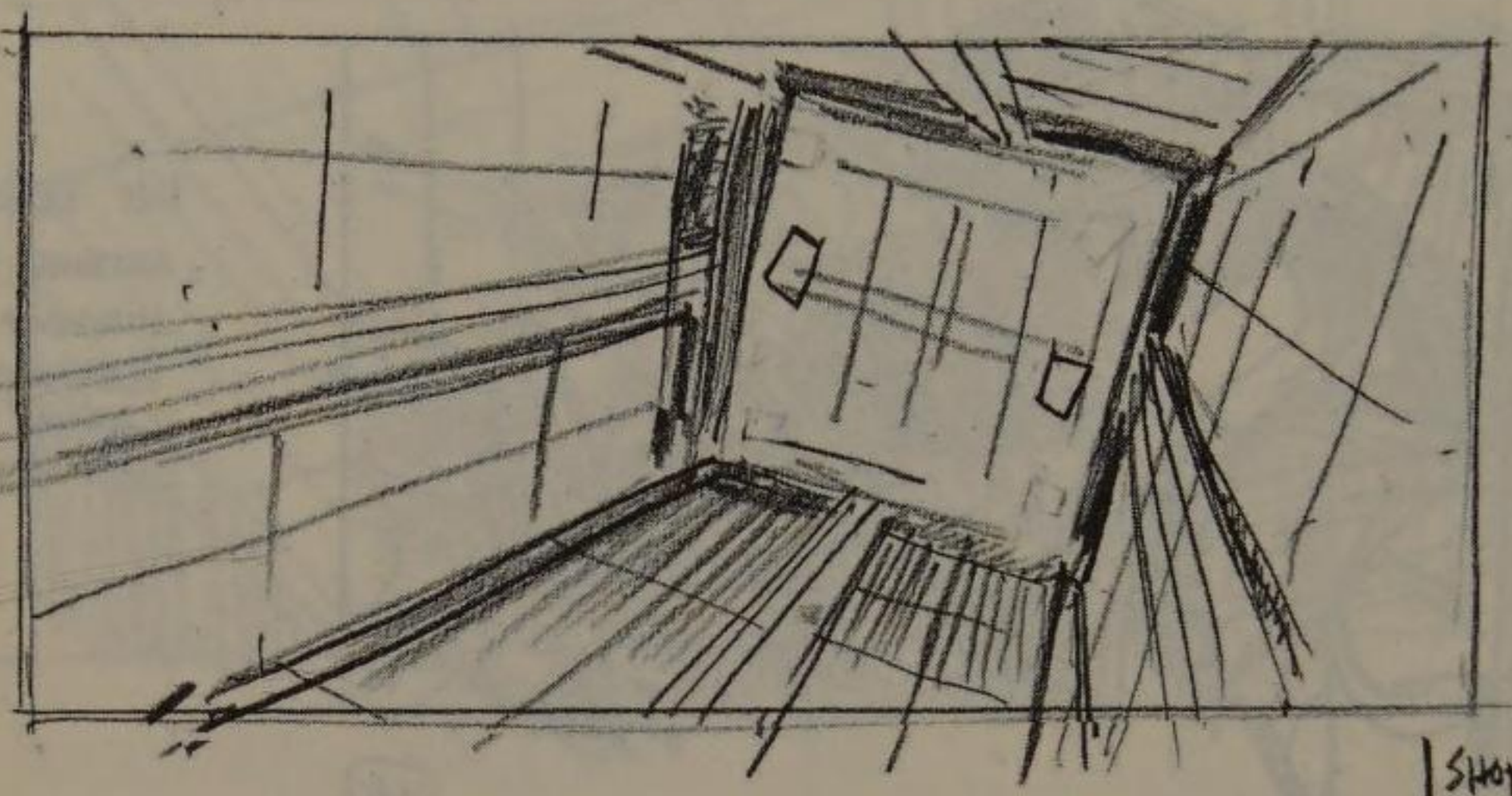
CUT

INT. ELEVATOR
ARTHUR SECURES HIMSELF IN THE ELEVATOR THEN CHECKS THE DETONATOR

DOWN ANGLE. THE SLEEPERS FLOAT

ARTHUR HITS THE DETONATOR.

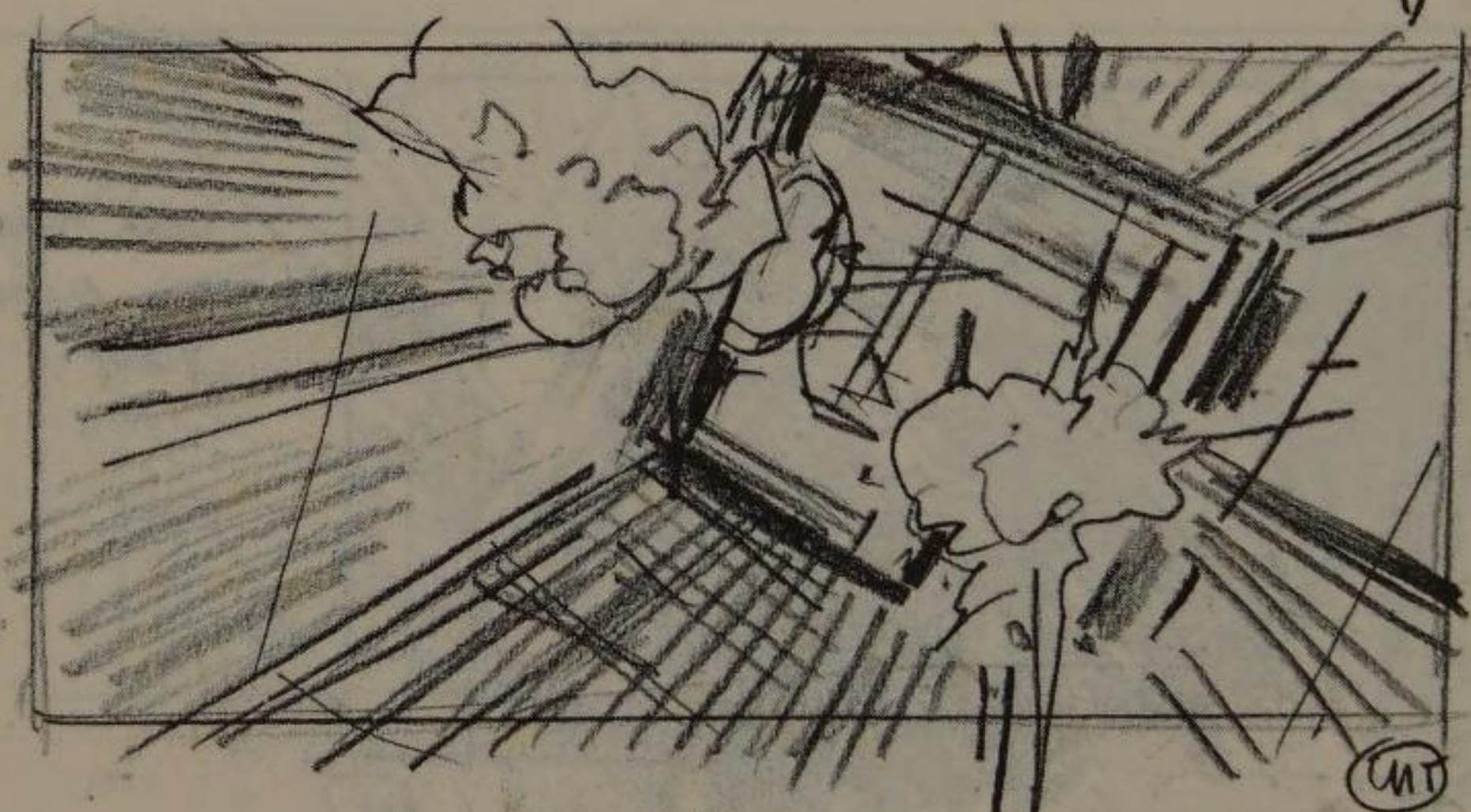
72A



UP ANGLE O
UNDER SIDE
ELEVATOR
AS...

SHOT CONTD

72B

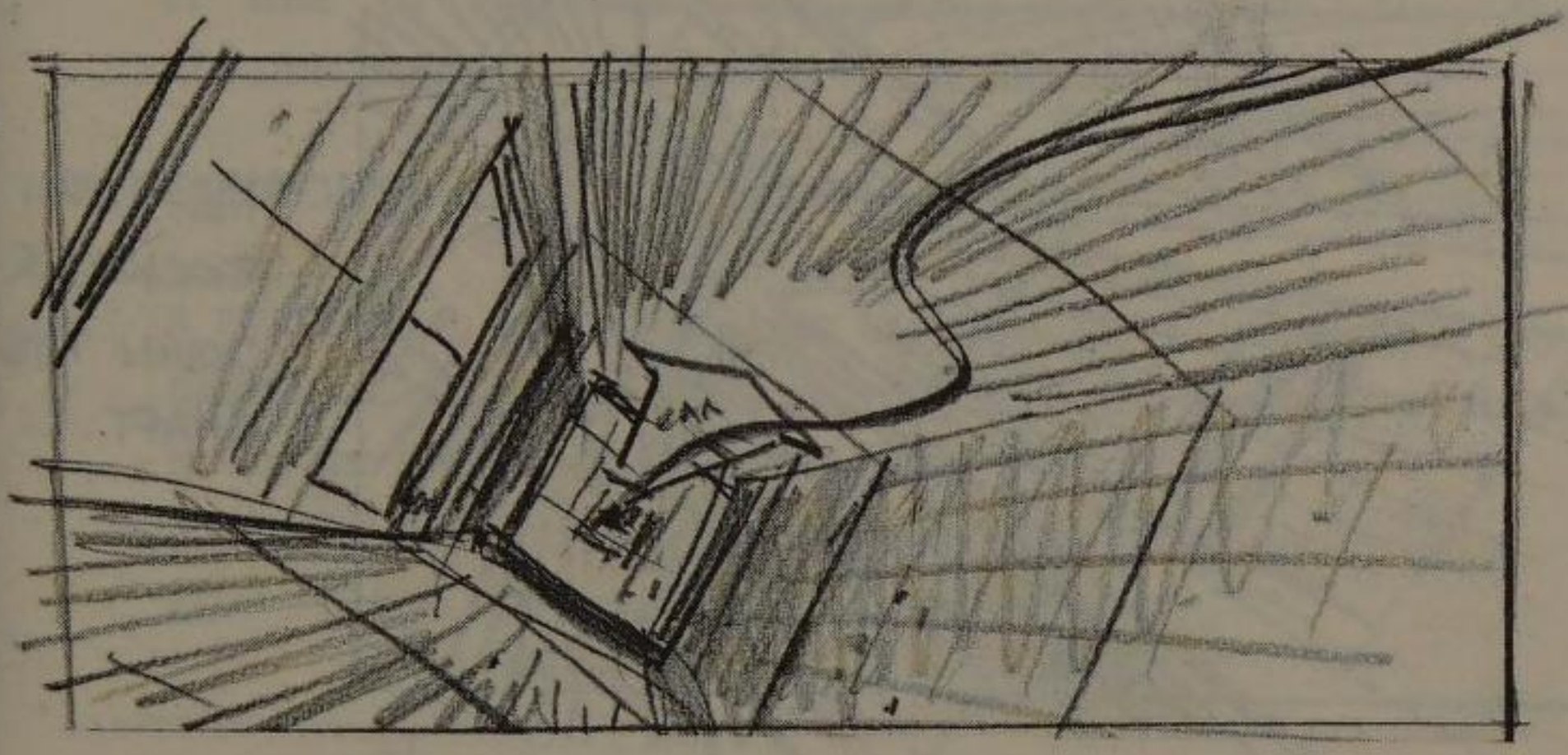


THE CHARG
EXPLODE!

73

THE SLEEPERS
ARE PRESSED
AGAINST THE
FLOOR OF
THE ELEVATO

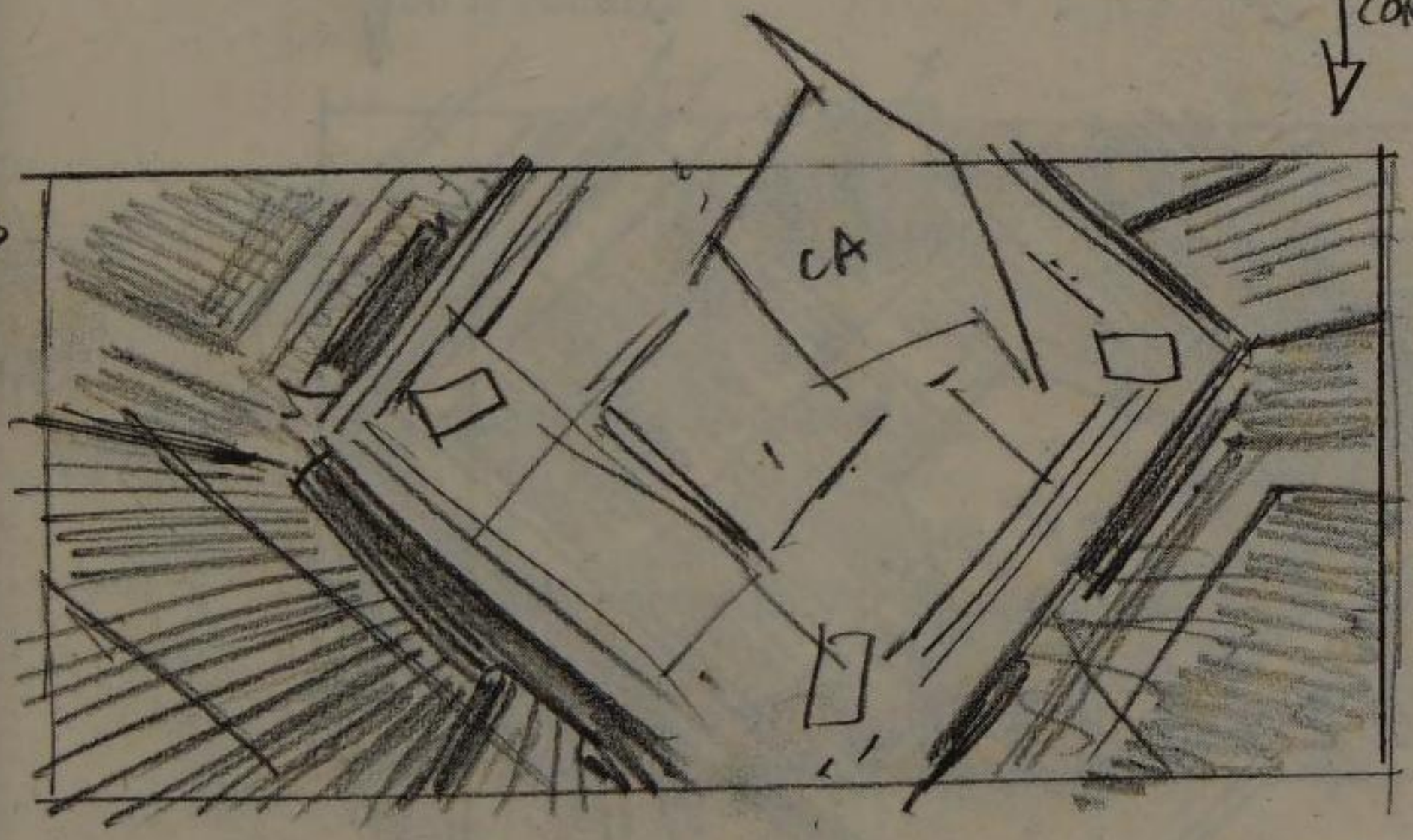
A



DOWN ANGLE.
THE CAR RISES
UP TO CAMERA

SHOT CONTD

B

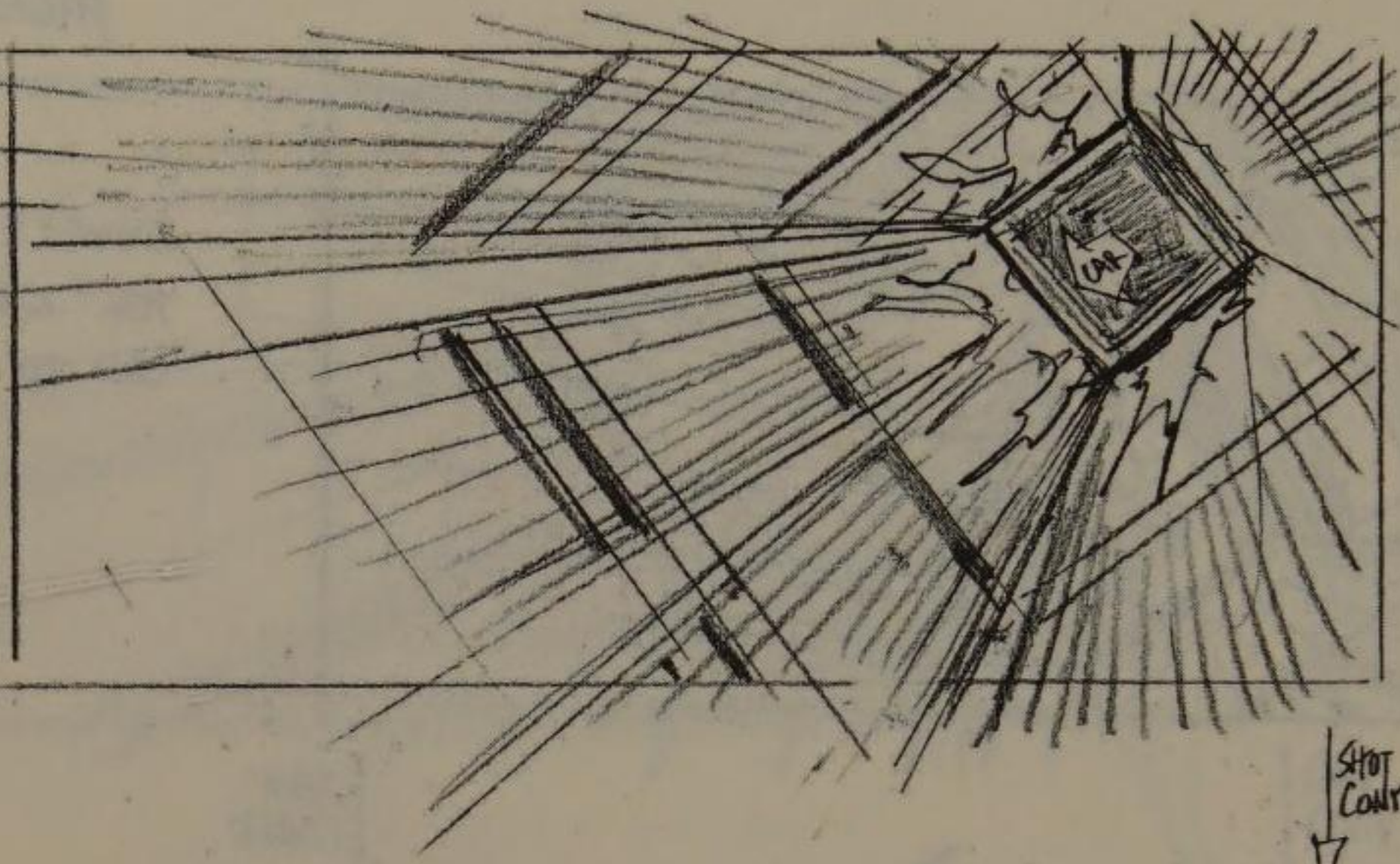


CUT

5

CUT

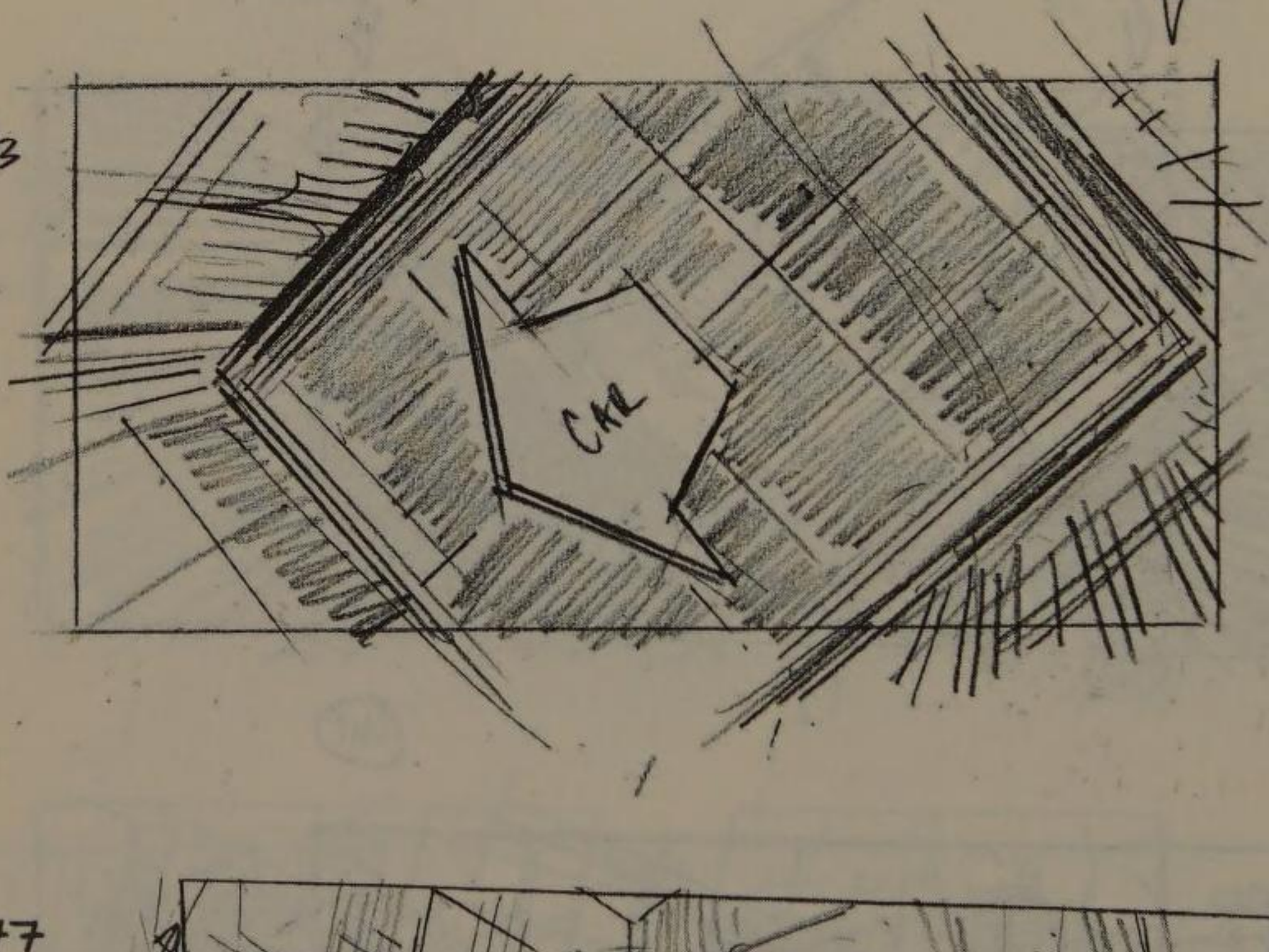
76A



THE CAR ROCKETS DOWN THE SHAFT...

SHOT CONTD

76B



77

EXT. HOSPITAL COMPLEX—CONTINUOUS

A line of EXPLOSIONS RIPS ALONG THE LOWER WALL... the ENTIRE BUILDING STARTS TO SLIDE DOWN THE MOUNTAIN–

INT. PENTHOUSE (LIMBO)—DAY

A FIERCE WIND starts HOWLING through the house as the sky outside DARKENS. Cobb shields Mal against the blast– looks up at Ariadne, who HOLDS the railing, FIGHTING the wind–

COBB
That's the kick—you have to go!

ARIADNE
You're coming!

COBB
No, I'm not. I'm staying here to find Saito.
(turns to Mal)
And to say goodbye.

Ariadne loosens her grip on the railing...

ARIADNE
Don't lose yourself. Find Saito. And bring him back.

COBB
I will.

Ariadne lets the wind pull her off the edge– FALLING– and we–

INT. ANTECHAMBER—CONTINUOUS

Ariadne DROPS as the FLOOR COLLAPSES– her eyes SNAP OPEN–

EXT. PENTHOUSE (LIMBO)—DAY

Cobb holds Mal in his arms. The wind DIES...

MAL
We'd be together forever. You promised me.

COBB
I know. But we can't. And I'm sorry.

MAL

You remember when you asked me to marry you? You said you dreamt that we'd grow old together.

COBB

And we did...

Mal looks at Cobb... thinking. Remembering.

INSERT CUT: TWO ELDERLY PEOPLE (MAL AND COBB) WALK THROUGH LIMBO... ACROSS A WASTELAND... TWO ELDERLY HANDS CLUTCH EACH OTHER AS THEY LIE DOWN ON THE RAILROAD TRACK...

COBB

I miss you more than I can bear... but we had our time together. And now I have to let go...

She nods, weakly. Cobb holds Mal as her eyes close... DYING... and we–

INT. STRONGROOM—CONTINUOUS

Fischer and his Father's body DROP AWAY–

INT. ELEVATOR—NIGHT

Ariadne DROPS inside the ROCKETING ELEVATOR, and as it SMASHES INTO THE TOP OF THE SHAFT Ariadne SMASHES INTO–

INT./EXT. VAN INTO RIVER—DAY

THE WATER, THE VAN CRUNCHING WITH THE IMPACT– WATER CRASHING THROUGH THE BROKEN WINDOWS FLOODING THE INTERIOR...

Fischer's EYES OPEN, PANICKING– he UNBUCKLES HIMSELF, pushes out of the broken window– STOPS, goes back to UNBUCKLE Browning and DRAG him out–

EXT. RIVER—CONTINUOUS

Fischer breaks the surface with Browning, who COUGHS and GASPS. He starts PULLING for the near bank, struggling through the rain-impacted water–

INT. VAN, UNDERWATER—CONTINUOUS

Ariadne, Arthur and Yusuf wait calmly underwater. They are sharing TWO REGULATORS pulled from beneath the front seat. Arthur turns to Saito. There is blood in the water around Saito's belly– his eyes are LIFELESS– Arthur feels for a pulse... turns to Cobb, whose eyes are lifeless... Ariadne GRABS Arthur's elbow, pulling him away...

EXT. RIVERBANK—MOMENTS LATER

Fischer turns Browning/Eames over. They lie there, exhausted.

BROWNING

I'm sorry, Robert.

Fischer stares at the rain on the water.

FISCHER

The will means that Dad wanted me to be my own man, not live for him.

(turns to Browning)

And I'm going to, Uncle Peter.

Browning nods. Wipes the rain from his face. In the puddle beside them, the reflection is not Browning, but Eames.

EXT. UNDERNEATH BRIDGE IN THE RAIN—MOMENTS LATER

Arthur sits on the riverbank, breathing heavily.

ARTHUR

What happened?

ARIADNE

Cobb stayed.

ARTHUR

With Mal?

ARIADNE

No. To find Saito.

Arthur looks out at the water below the bridge.

ARTHUR

He'll be lost...

ARIADNE

No. He'll be alright.

And we–

CUT TO:

EXT. DAWN. CRASHING SURF.

The waves TOSS a BEARDED MAN onto wet sand.

As the Japanese Security Guard turns him onto his back, we realize that this is Cobb– OLDER. WEARY. TRAVELLED...

INT. DINING ROOM, CASTLE—DAY

Cobb WOLFS his food. The Elderly Japanese Man (Saito, 90 years old) watches him.

SAITO

So... have you come to kill me?

Cobb does not look up.

SAITO

I've been waiting for someone to come for me...

COBB

Someone from your half-remembered dream...?

Saito peers at Cobb.

SAITO

Cobb? Not possible—he and I were young men together. And I am an old man...

COBB

Filled with regret?

Saito REMEMBERS, nods...

SAITO

Waiting to die alone, yes.

Cobb is STARING at something on the table.

COBB
I came back for you... I came to remind you of what you once knew...

Cobb gestures at the table. Saito follows his gaze down to the polished surface of the table...

COBB
That this world is not real.

The top is STILL SPINNING PERFECTLY, AS IF IT WILL NEVER TOPPLE. Saito looks at the top. Then back to Cobb.

SAITO
You came to convince me to honor our arrangement?

COBB
Yes. And to take a leap of faith.

As Saito-san listens to Cobb, he looks at the GUN on the table between them...

COBB
Come back and we'll be young men together again.

The elderly Saito looks at Cobb. Nods. And we–

CUT TO:

INT. FIRST CLASS CABIN, 747—DAY

Ariadne watches Cobb. His eyes are closed.

FLIGHT ATTENDANT (O.S.)
Hot towel, sir?

His EYES FLICKER OPEN. He takes the towel with a nod. Ariadne smiles. Relieved.

FLIGHT ATTENDANT
We'll be landing in Los Angeles in about twenty minutes. Do you need immigration forms?

Cobb nods. Takes a landing card. Looks around the cabin.

Saito is WATCHING him. Serious. Haunted. Holding Cobb's gaze, SAITO PICKS UP THE PHONE AND DIALS. Cobb nods thanks...

INT. ARRIVALS, LAX—LATER

Cobb steps forwards to the IMMIGRATION OFFICIAL. Hands him his passport. Nervous. The Official takes a beat, looks Cobb up and down, then WHUMP!– the passport is stamped. As Cobb takes it back, he spots Ariadne at the next counter. She nods at him. He nods back. Then moves off...

As Cobb passes through baggage claim, he exchanges subtle greetings with Eames and Yusuf.

Arthur smiles broadly at Cobb. Cobb brushes past Fischer, who glances back at him as if thinking maybe he should know him, then moves on...

As Cobb emerges into the crowded arrivals hall, he spots Professor Miles, waving at him...

INT. KITCHEN, COBB AND MAL'S HOUSE—DAY

Cobb enters with Miles. Drops his bags. Moves to the table, looking out at the overgrown garden. He reaches into his pocket, takes out his pewter spinning top, lowers it to the table and SPINS IT– a CHILD'S SHOUT makes him look up–

Through the window, James and Philippa have run into view, playing, THEIR FACES TURNED AWAY... Cobb STARES at the back of his children's heads... Miles moves to the window and KNOCKS on the glass–

James and Philippa TURN– see their Dad. He steps to the window, watching their BRIGHT FACES SHINING as they run towards him...

Behind him, on the table, the spinning top is STILL SPINNING. And we–

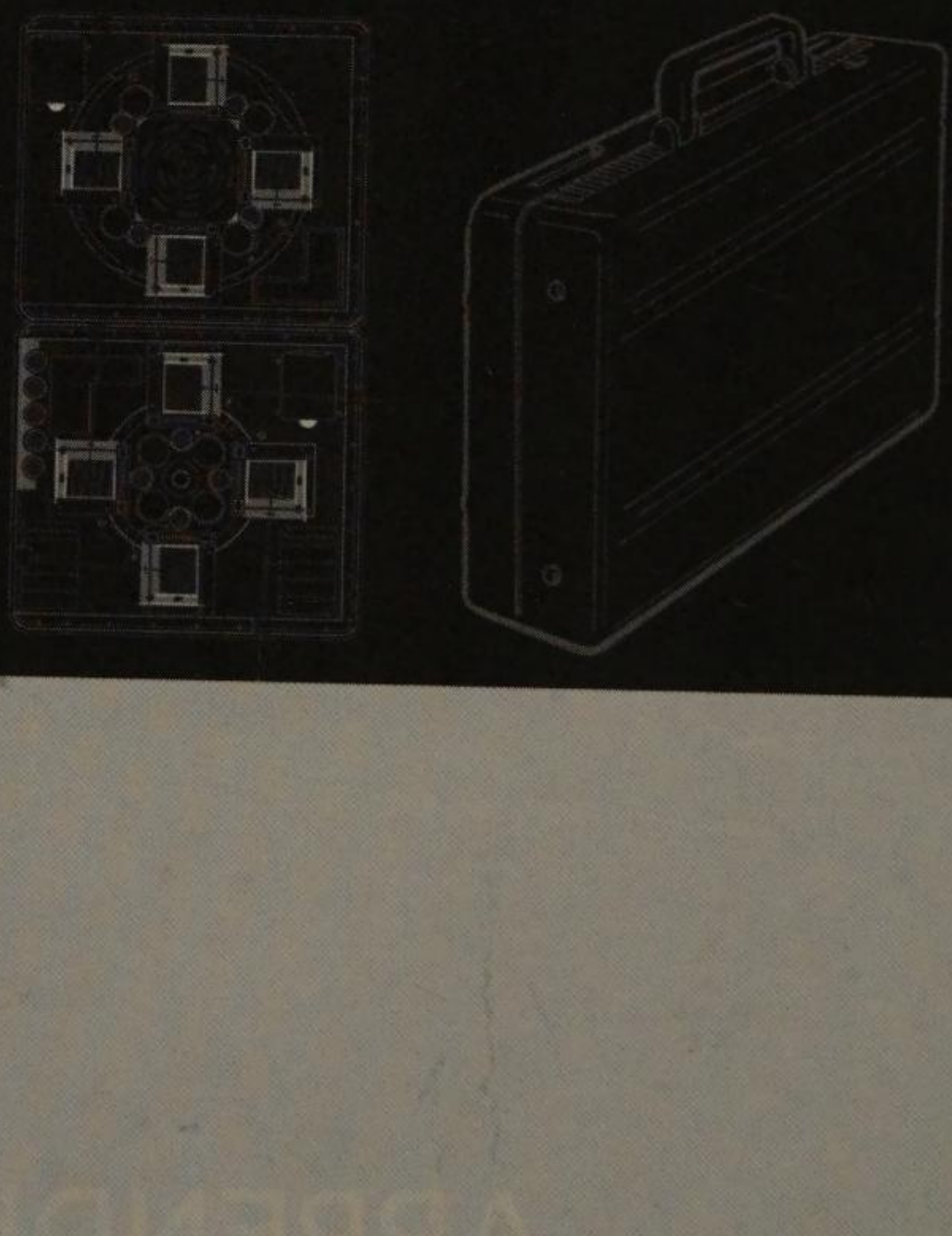
FADE OUT.

CREDITS.

END.

APPENDICES

Portable Automated Somnacin IntraVenous (PASIV) Device
Instruction Manual MV-235A



1 INTRODUCTION

The Portable Automated Somnacin IntraVenous (PASIV) Device provides precise control and stabilization for Somnacin dosage and delivery in the field.

See Figure 1a and 1b

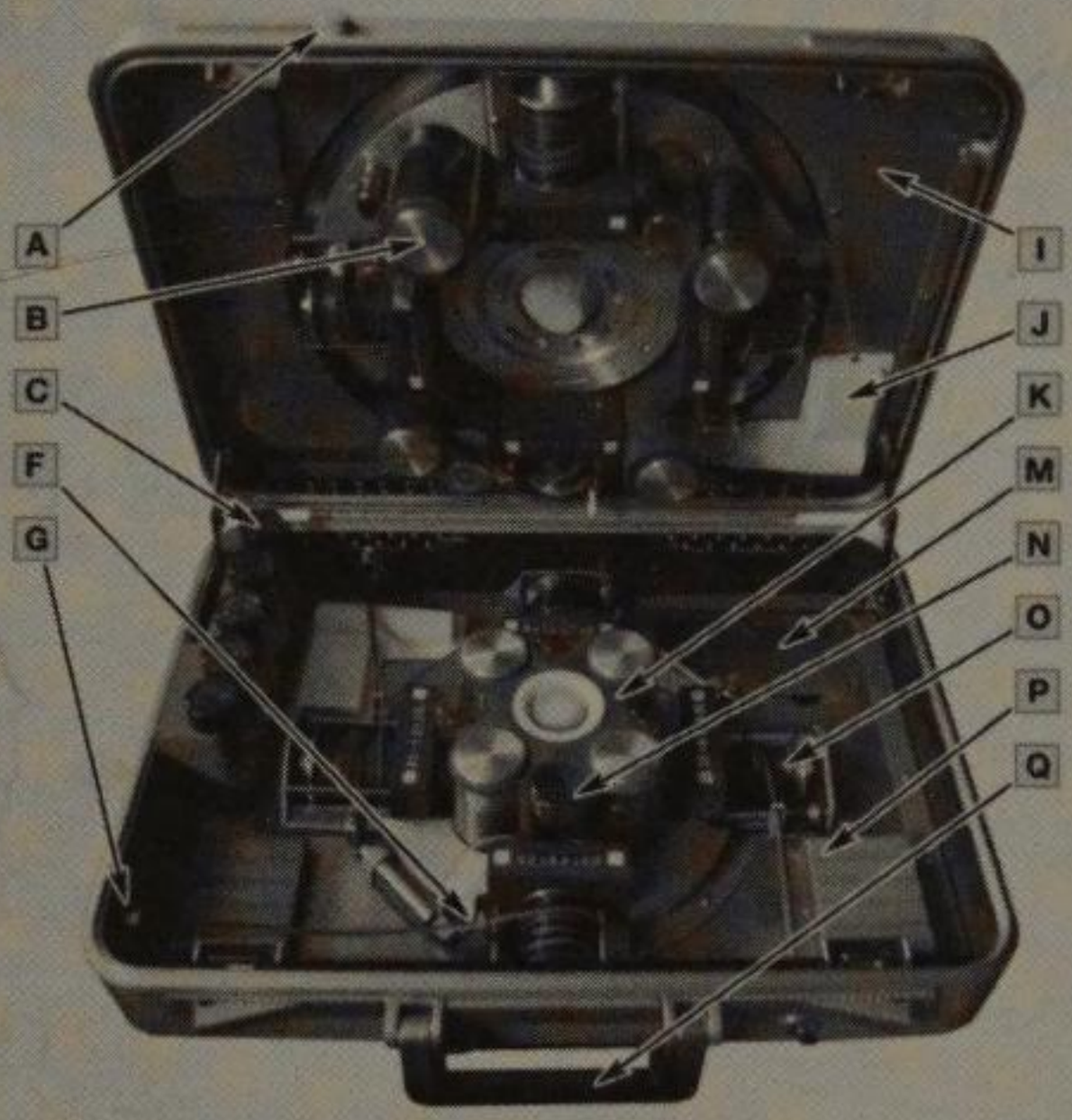
- **Configurable control settings for the accurate monitoring and adjustment of Somnacin dosage levels.**
- **12' IV lines for versatile in the field set-up.**
- **LED display with atomized timer for monitoring precise flow rates.**
- **Synchronization monitoring chip for flow check monitoring and automated adjustment to optimize output flow.**
- **Lithium Iodide batteries with life of 200 hours.**
- **Additional vial storage for multiple doses in the field.**
- **Case lock for prevention of system tampering.**
- **Memory backup for retention of infusion output data.**
- **Easy access to fuses and batteries for replacement.**

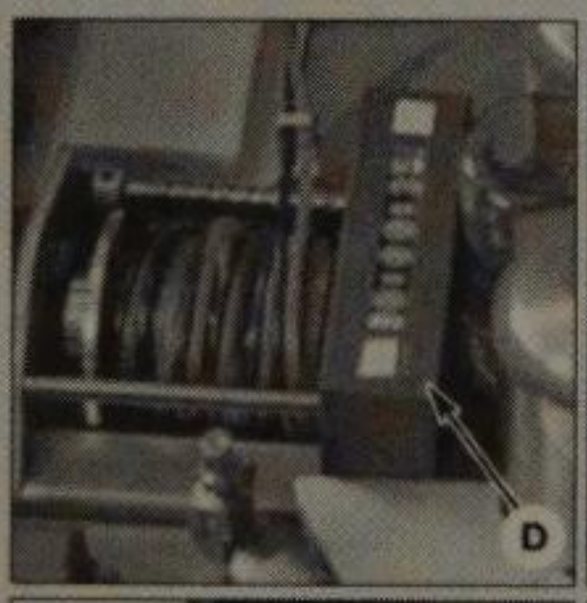
Figure 1a

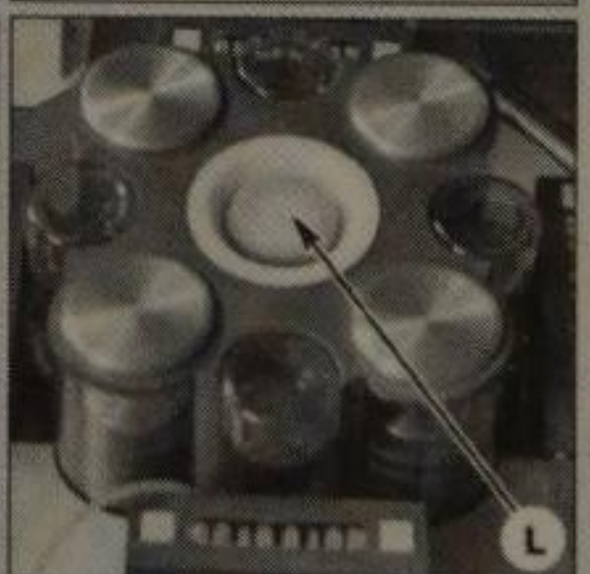
Figure 1b

2 PHYSICAL DESCRIPTION

2a • PASIV DEVICE







A Case Lock – For maximum security.

B Synchronized Injection Piston – Gas-tight reciprocating pump accurately measures Somnacin from its vial and dispels via IV infusion line.

C Vial Store – Four reinforced storage compartments for additional standard Somnacin vials.

D LED Timer Display – Timer duration accurate to 1/100th of a second.

E Manual Valve – For use in the event of a power interruption.

F IV Infusion Line – 18 gauge non-PVC flexible plastic tubing.

G IV Output Coupling – Brass coupling allowing uninterrupted IV infusion line runs while case is closed and locked.

H IV Cannula – Pre-attached cannula with retractable needles.

I Retainer Plate – Made of non-conductive titanium alloy.

J Fuse – The fuse compartment can be accessed with a Phillips-head screwdriver.

K Compression Flange – The custom mold maintains an airtight seal.

L Injection Activation Trigger – Enables Somnacin infusion.

M Synchronization Monitoring Chip – The chip monitors and automatically adjusts flow output at registered levels. Monitoring chips can be removed and attuned off-unit.

N Vial Cradle – Secures Somnacin to retainer and IV trigger.

O Retractable Spool – This compression spring coil collects and releases the IV cable.

P Battery Pack – Houses custom lithium iodide batteries.

Q Carrying Handle – Made of a nanocomposite polymer.

3 PRECAUTIONS

3a • PRECAUTIONS

- A trained engineer familiar with the PASIV device should verify settings before use.
- Use only IV infusion lines with the PASIV designation.
- Although the PASIV injection engine is a self-filtering and cleaning device, replace IV infusion lines regularly.
- The PASIV device should be used with the supervision of either a trained engineer or other qualified professional.
- Diagnostics should be run on the PASIV device every month or more frequently with increased use.

The PASIV device is designed solely for the dosage and administration of Somnacin and should not be used for Somnacin derivatives or generics or any other intravenous infusions or transfusions as this could result in serious injury or death.

4 OPERATION

4a • PRIMING THE PUMP

1. Place your PASIV device on a flat, sturdy surface, free of clutter, dust, or other contaminants.

Disclaimer: It is recommended that individuals handling the PASIV device should clean and sanitize their hands immediately before usage to reduce maintenance and upkeep on the device, as well as for sanitary purposes during the injection and infusion process.

2. Unlock the device by depressing the case lock button on the front left of the case.

NOTE: If your case does not unlock, please contact your PASIV device support staff team member agent during designated call times.

3. Open the case by simultaneously depressing the two latches on either side of the carrying handle.

See Figure 4a-1

Caution: The lid is partially spring-loaded and will open several inches after unlatching.

4. Carefully but firmly insert Somnacin vials into cradles. When the Somnacin vial is firmly in place there will be a soft click and the corresponding LED display will illuminate.

Note: It is possible to insert vials of Somnacin into the reserve vial store in the upper left of the compartment at any time.

See Figure 4a-2

Figure 4a-1

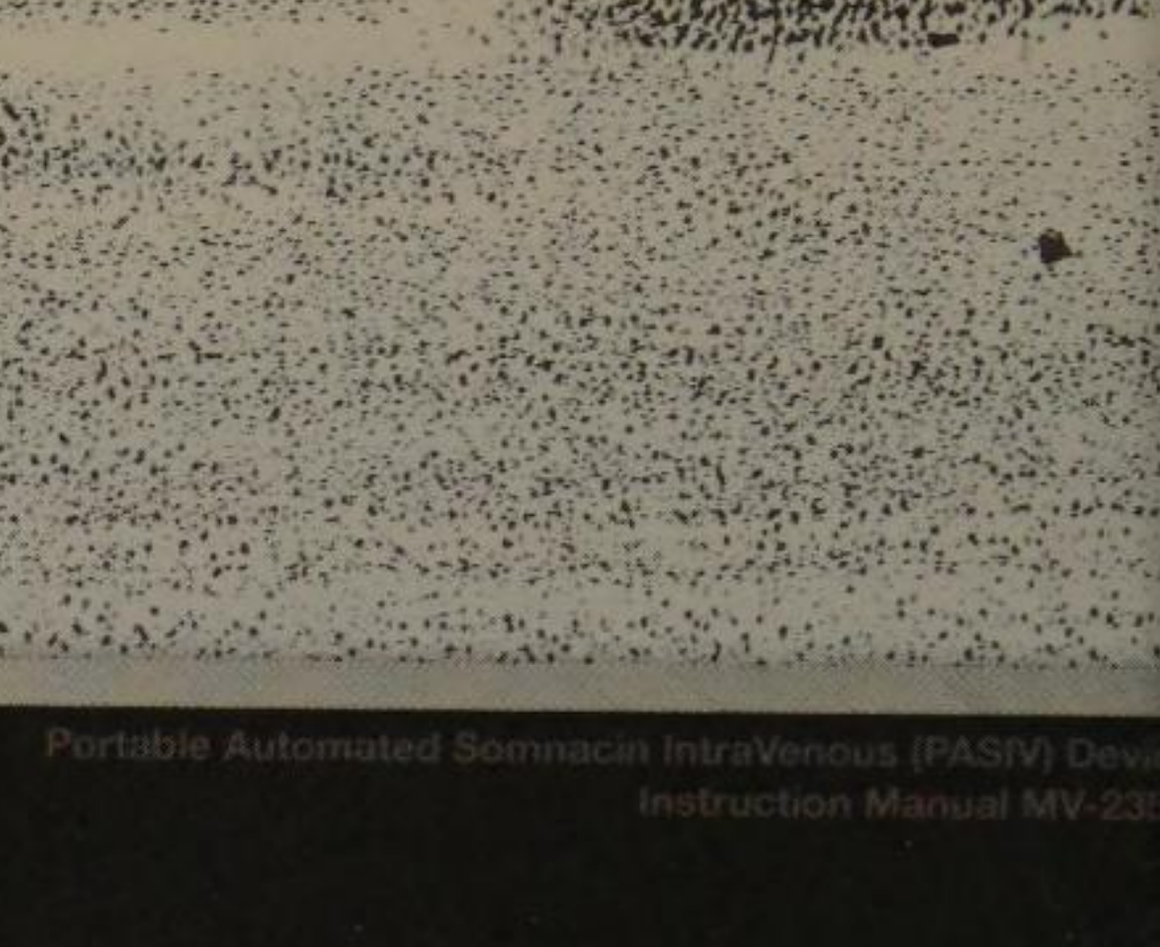


Figure 4a-2

5. Adjust the dosage level by pressing either of the two white buttons on either side of the LED display. Dosages are automatically converted from flow rate (mL/hr) to practical time.

See Figure 4a-3

Ⓐ The button to the right of the LED display will increase the dosage; the button to the left of the LED display will decrease the dosage. These buttons will be non-functioning once the device is activated.

Ⓑ Hint: Pressing and holding either of these buttons will steadily increase the rate of dosage amounts.

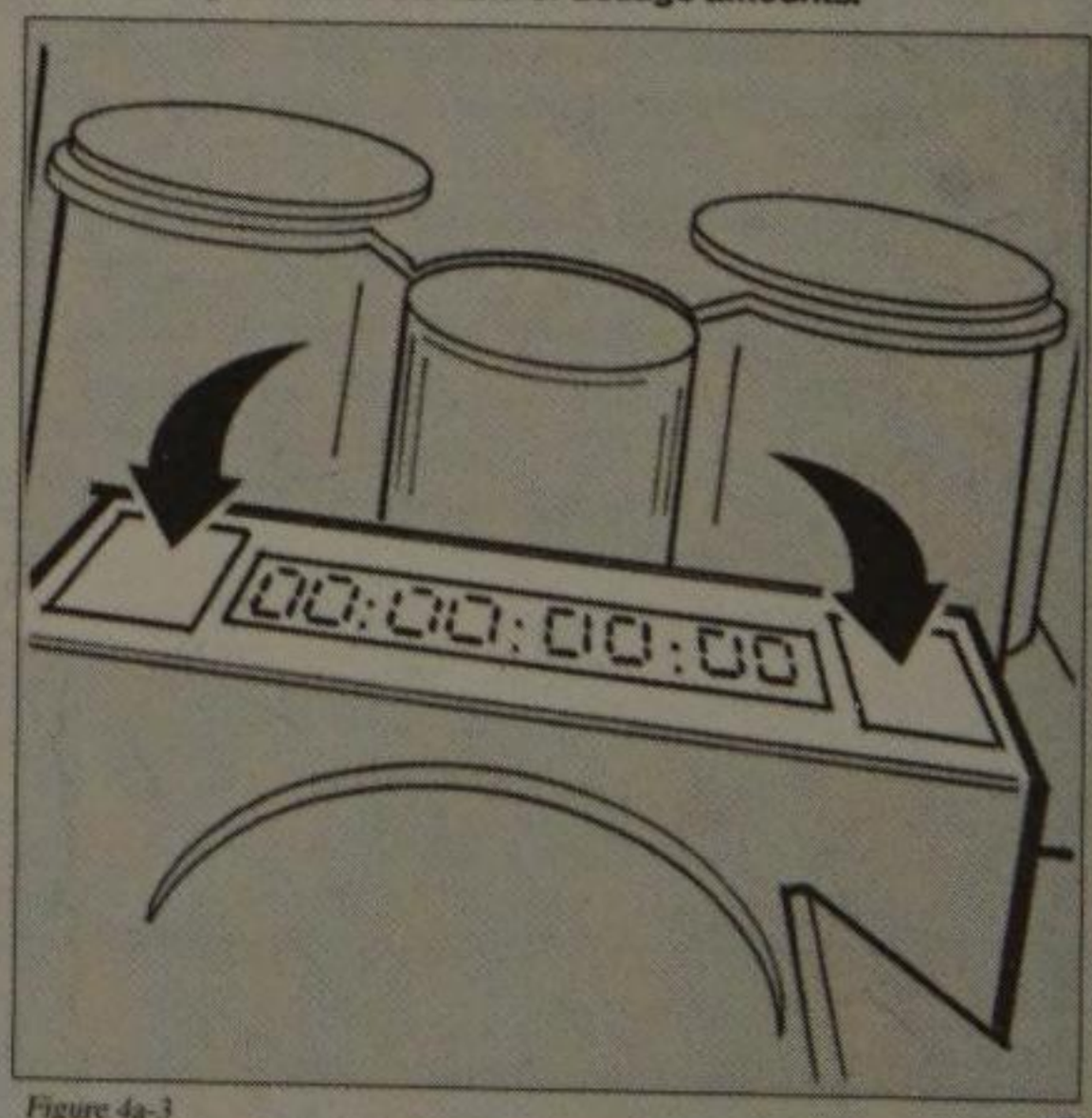


Figure 4a-3

4 OPERATION

4a • PRIMING THE PUMP

6. Lock dosage levels by pressing both white buttons simultaneously.

Ⓐ The LED screen should flash "LOCKED" and a small hiss should be heard as the injection piston engages. The screen will then intermittently display the word "LOCKED" with the dosage amount.

Ⓑ To unlock a cradle, press and hold both white buttons simultaneously until the LED screen reads "UNLOCKED" and the injection piston disengages. You can now adjust dosage levels.

NOTE: IV infusion lines will not uncoil from their retractable spool if the corresponding cradle is not locked.

7. Repeat steps 4 through 6 until all cradles are full or you have inserted as many vials as you need.

8. Once all cradles are locked, close and lock the case until you are ready to prep your participants for infusion.

4 OPERATION

4b • PREPPING FOR INFUSION

1. Participants should be in a comfortable reclined position for Infusion, free from excessive light or noise, as these elements may be disruptive.

Ⓐ Light-blocking masks and noise-dampening headsets may be employed.

Ⓑ Prepare a similar space for yourself, as operator.

Disclaimer: It is recommended that individuals handling the PASIV device during the injection and infusion process should clean and sanitize their hands, as well as keep a biohazard disposal container for needles and cannula used in the injection process.

2. Place the PASIV device approximately in the middle or center of your participants on a stable, sturdy surface.

NOTE: If your case is already open, skip ahead to step 5.

See Figure 4b-1

Figure 4b-1

3. Unlock the device by depressing the case lock button on the front left of the case.

4. Open the case by simultaneously depressing the two latches on either side of the carrying handle.

5. Remove the cap from one of the IV output couplings.

See Figure 4b-2

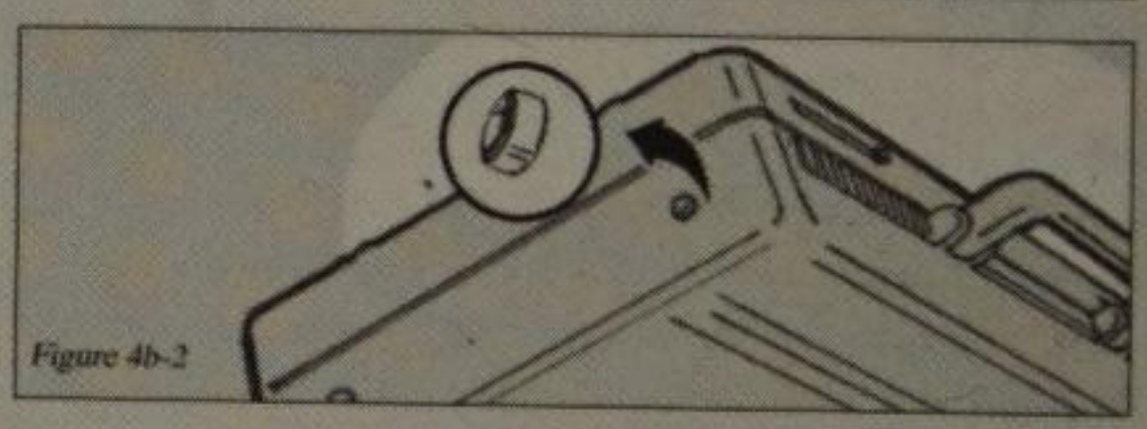


Figure 4b-2

6. Gently pull the corresponding IV infusion line from its retractable spool and feed through the coupling.

See Figure 4b-3

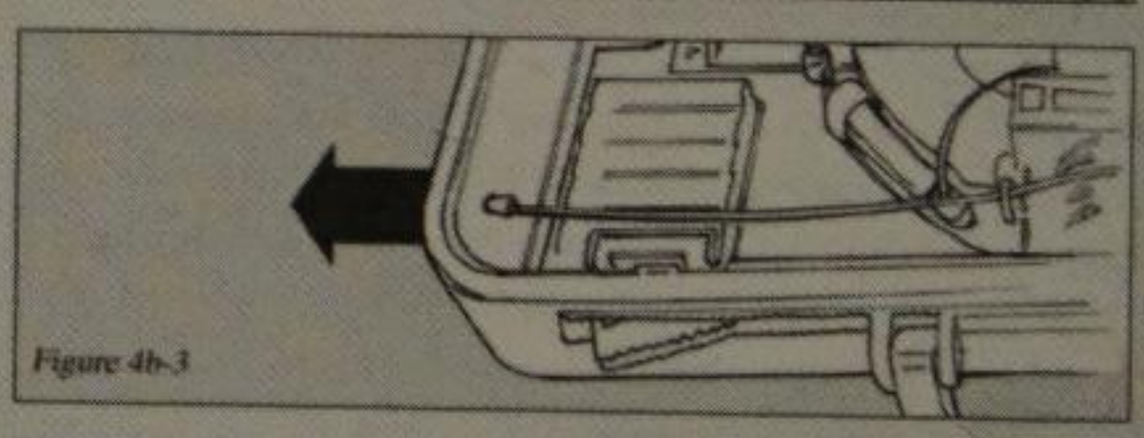


Figure 4b-3

7. Swab the wrist of the participant with an alcohol pad or disinfectant solution.

8. Squeeze the cannula at the end of the IV line to expose the two injection needles.

See Figure 4b-4

9. Insert injection needles into the wrist of the participant.

See Figure 4b-5

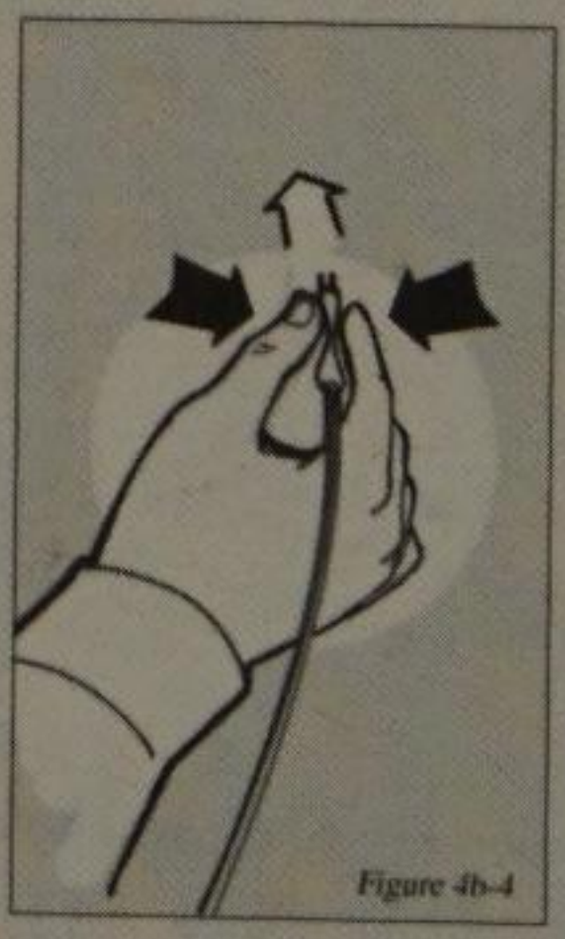


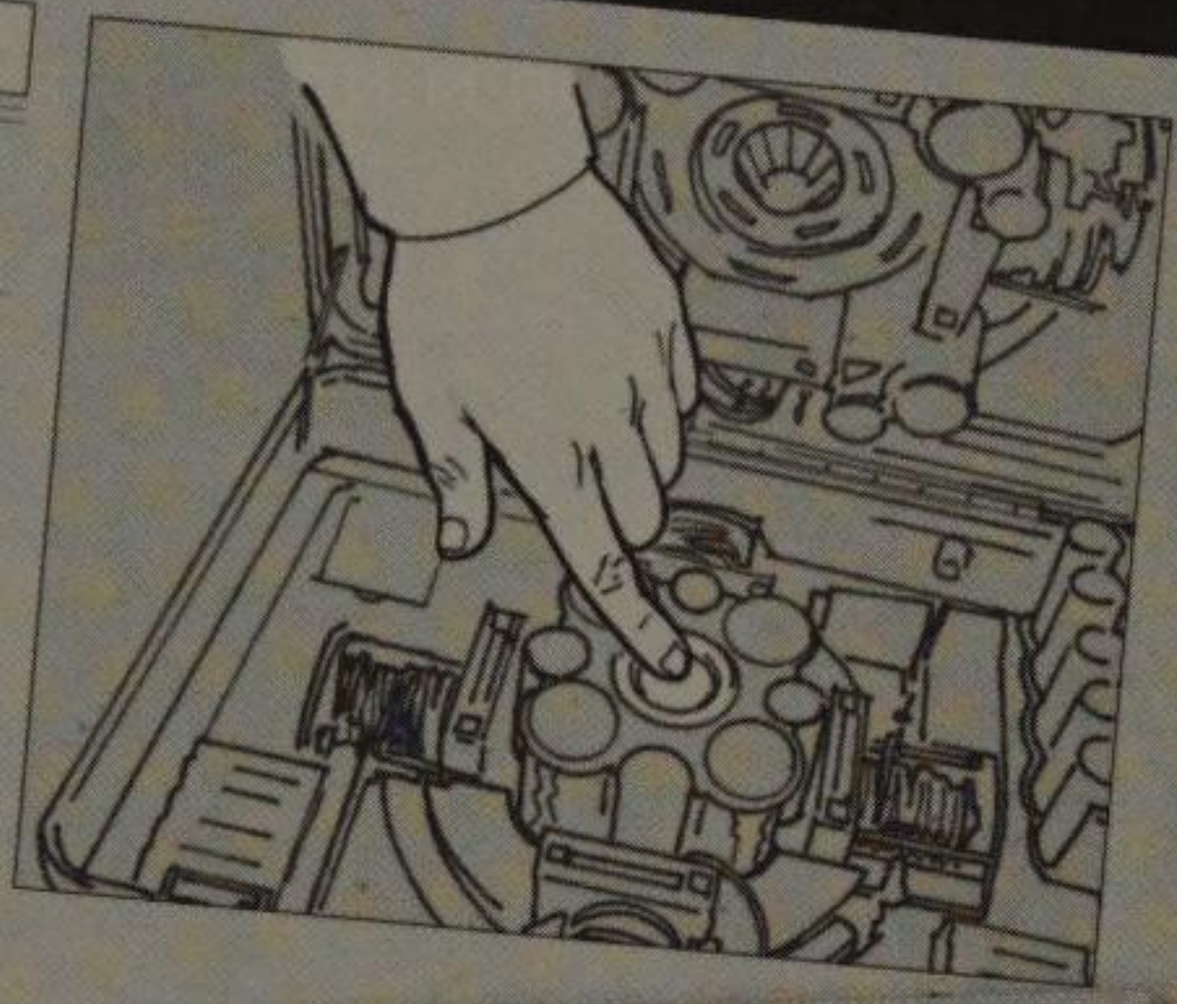
Figure 4b-4

Figure 4b-5

10. Repeat steps 5-9 for any participants and finally, for yourself.

4c • INITIATING INFUSION

1. Double-check that all participants have their IV lines firmly attached.
2. Press the injection activation trigger. *See Figure 4c-1*
3. Check to see that the LED timer displays for all participants are counting down.
4. Move swiftly but carefully to your resting place and recline.



4 OPERATION
Portable Automated Somnacin IntraVenous (PASIV) Device
Instruction Manual MV-235A

4d • POWERING DOWN

1. Check all LED monitors to make sure Somnacin flow has ceased.
2. Dip a cotton ball (or similar) in alcohol or disinfectant.
3. Remove the cannula from the participant, pressing the cotton ball against the skin.
4. Holding the end of the IV line in one hand, gently tug the IV line three inches from the spool. The spool is retractable and should firmly and smoothly pull the IV line back onto the spool. *See Figure 4d-1*

Ⓐ Hint: Guide the IV line onto the spool to form a less bulky coil.

5. Instruct the participant to hold for thirty seconds or until bleeding stops.
6. Repeat steps 2-6 for all participants.
7. Close and lock lid. The device will power down naturally.

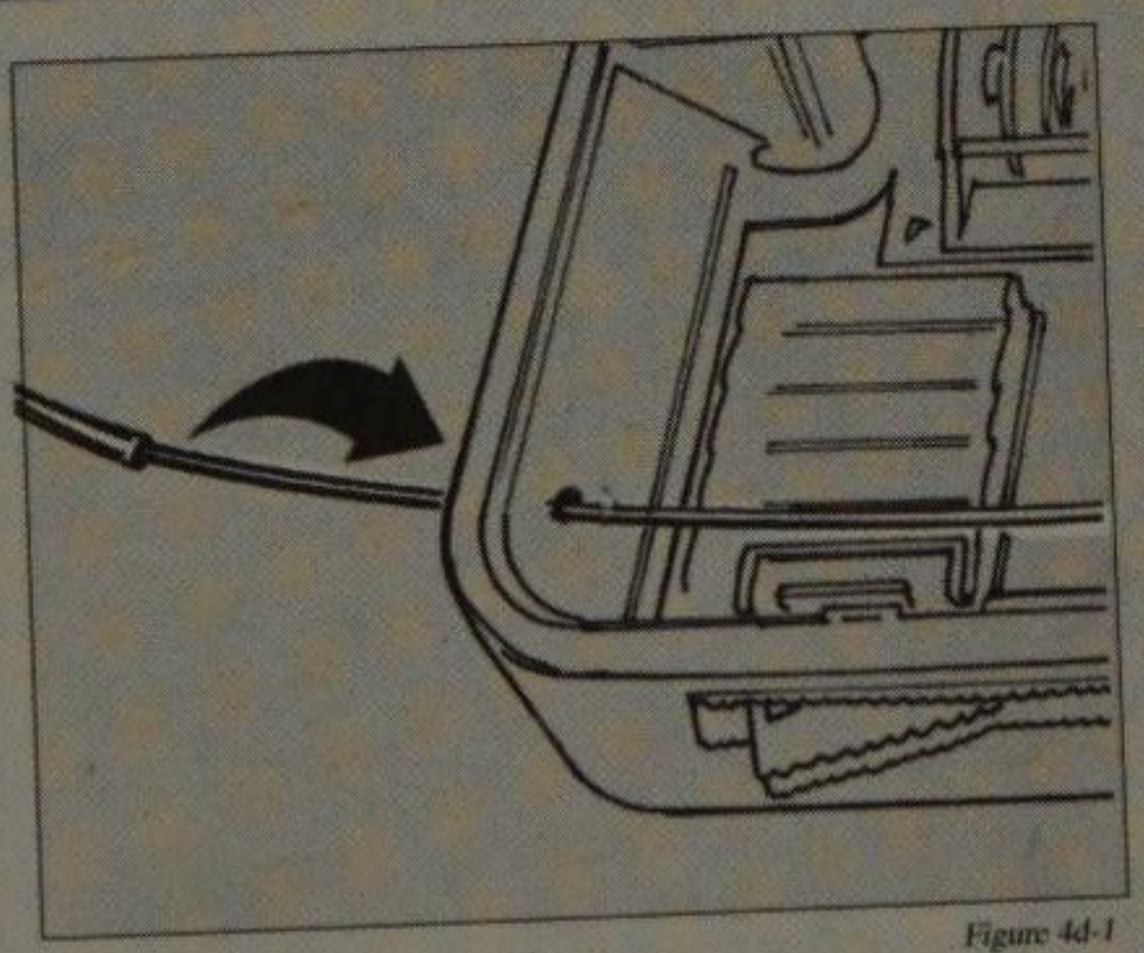


Figure 4d-1

LEONARDO DiCAPRIO

KEN WATANABE

JOSEPH GORDON-LEVITT

MARION COTILLARD

ELLEN PAGE

TOM HARDY

CILLIAN MURPHY

TOM BERENGER

AND MICHAEL CAINE

YOUR MIND IS THE SCENE OF THE CRIME.

INCEPTION

FROM THE DIRECTOR OF **THE DARK KNIGHT**

LEGENDARY PICTURES

SYNCOPY

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LEGENDARY PICTURES

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"INCEPTION"

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CHRISTOPHER NOLAN

Produced by
EMMA THOMAS
Produced by
CHRISTOPHER NOLAN

Executive Producers
CHRIS BRIGHAM
THOMAS TULL

Director of Photography
WALLY PFISTER, A.S.C.

Production Designer
GUY HENDRIX DYAS

Edited by
LEE SMITH, A.C.E.

Co-Producer
JORDAN GOLDBERG

Music by
HANS ZIMMER

Costumes Designed by
JEFFREY KURLAND

Special Effects Supervisor
CHRIS CORBOULD

Visual Effects Supervisor
PAUL FRANKLIN

Casting by
JOHN PAPSIDERA, CSA

LEONARDO DICAPRIO

"INCEPTION"

KEN WATANABE
JOSEPH GORDON-LEVITT
MARION COTILLARD
ELLEN PAGE
TOM HARDY
CILLIAN MURPHY
TOM BERENGER
and MICHAEL CAINE
DILEEP RAO
LUKAS HAAS
TALULAH RILEY

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In Association with LEGENDARY PICTURES
A SYNCOPY Production
A Film by CHRISTOPHER NOLAN

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Saito	KEN WATANABE
Yusuf	DILEEP RAO
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Browning	TOM BERENGER
Mal	MARION COTILLARD
Maurice Fischer	PETE POSTLETHWAITE
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Nash	LUKAS HAAS
Tadashi	TAI-LI LEE
Phillipa (3 years)	CLAIRE GEARE
James (20 months)	MAGNUS NOLAN
Phillipa (5 years)	TAYLOR GEARE
James (3 years)	JOHNATHAN GEARE
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Saito's Attendant	YUJI OKUMOTO
Elderly Bald Man	EARL CAMERON
Lawyer	RYAN HAYWARD
Flight Attendant	MIRANDA NOLAN
Cab Driver	RUSS FEGA
Thin Man	TIM KELLEHER
Blonde	TALULAH RILEY
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	CORALIE DEDYKERE
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	VIRGILE BRAMLY
	JEAN-MICHEL DAGORY

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	MARK FLEISCHMANN
	SHELLEY LANG
Bar Sub Cons	ADAM COLE
	JACK MURRAY
	KRAIG THORNBER
	ANGELA NATHENSON
	NATASHA BEAUMONT
Lobby Sub Cons	MARC RADUCCI
	CARL GILLIARD
	JILL MADDRELL
	ALEX LOMBARD
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Immigration Officer	MICHAEL GASTON
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	ANDREW PLEAVIN
Private Nurse	LISA REYNOLDS
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Old Cobb	JACK GILROY
Old Mal	SHANNON WELLES
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	BRENT WOOLSEY
Stunts	DANNY LE BOYER
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	ALLISON CAETANO
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	ROEL FAILMA
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	BOBBY HANLON
	ADAM HART
	LOGAN HOLLADAY
	GARY HOPTROUGH
	JASON HUNJAN
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	RUTH JENKINS
	LUKE KEARNEY
	JESS KING
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Second Assistant Camera	DANIEL MCFADDEN
Additional Second Assistant Camera	DAN SCHROER
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Ultimate Arm Technicians	DEAN BAILEY
	LEV YEVSTRATOV
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Helicopter Pilot	CRAIG HOSKING
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	IVORY STANTON
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	PABLO BORGES
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Make-up Artist	MAGGIE E. ELLIOTT
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Assistant Chief Lighting Technician	LARRY SUSHINSKI
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Best Boy Grip	ROD FARLEY
Dolly Grip	DAVE PEARLBERG
Rigging Key Grip	BLAKE PIKE
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	ERIC POTTER
Additional Re-Recording Mixer	MICHAEL BABCOCK
Re-Recordist	ERIC FLICKINGER
Supervising Music Editor	ALEX GIBSON
Music Editor	RYAN RUBIN
Assistant Music Editors	PETER OSO SNELL

	MIKE HIGHAM
Score Produced and Additional Music by	LORNE BALFE
Ambient Music Design	MEL WESSON
Synth Programming	HANS ZIMMER
	HOWARD SCARR
Guitar	JOHNNY MARR
Orchestrator	BRUCE L. FOWLER
Orchestra Conducted by	MATT DUNKLEY
Digital Instrument Design	MARK WHERRY
Music Production Services	STEVEN KOFSKY
Music Score Consultant	GAVIN GREENAWAY
Score Coordinator	ANDREW ZACK
Score Recorded by	GEOFF FOSTER
Score Mixed by	ALAN MEYERSON
Visual Effects Production Supervisor	MONETTE DUBIN
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Visual Effects Camera	WAYNE BAKER
Visual Effects On Set Data Wrangler	JOE WEHMEYER
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	STEVE RHEE
Visual Effects Assistant Coordinators	KATIE STETSON
	RICHARD WILSON
	DOUG NICHOLAS
Visual Effects Production Assistants	KIERAN AHERN
	MATTHEW EBERLE
	SHUN TSUCHIYA
	CURTIS MICHAEL DAVEY
Titles by	PJF PRODUCTIONS, INC.
Negative Cutter	MARY BETH SMITH
Color Timer	DAVID ORR

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Supervising Aerial Coordinator	MIKE WOODLEY
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Post Production Assistant	KATE DENNING
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	PAULA TURNBULL
Third Assistant Directors	SARAH HOOD
	JAMES RAINER
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Catering	VINCE JORDAN
Construction Coordinator	MALCOLM ROBERTS
Costume Supervisor	KENNY CROUCH
Gaffer	ANDY LONG
Rigging Gaffer	IAN FRANKLIN
Key Grip	RYAN MONRO
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Property Master	BARRY GIBBS
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Construction Coordinator	ALF ARNDT
Set Decorator	PAUL HEALY
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Dolly Grip	MARK WOJCIECHOWSKI
Location Manager	RINO PACE
Assistant Location Manager	JAY ST. LOUIS
Transportation Coordinator	COLEMAN ROBINSON
Special Effects Coordinator	JASON PARADIS

Production Services (France)	PENINSULA FILM
Line Producer (France)	JOHN BERNARD
Production Manager (France)	GILLES CASTERA
Location Manager (France)	ARNAUD KAISER
Production Services (Morocco)	ZAK PRODUCTIONS
Line Producer (Morocco)	ZAK ALAOUI
Production Manager (Morocco)	SAM BRECKMAN
Location Manager (Morocco)	EMMA PILL
Production Supervisor (Japan)	MITCHELL DAUTERIVE
Media Wave Inc. Producer (Japan)	YOSHIKUNI TAKI
Cross Media, Inc. Producer (Japan)	KANJIRO SAKURA
Unit Production Manager (Japan)	SHUHEI OKABAYASHI

Visual Effects by DOUBLE NEGATIVE LTD

Visual Effects Supervisors

Andrew Lockley Peter Bebb Rob Hodgson

Visual Effects Producer

Matt Plummer

Visual Effects Associate Producers

Nina Fallon Natalie Stopford

Visual Effects Coordinators

Katy Mummery Michelle Kuginis Peter Olliff
Arabella Gilbert Ali Ingham

CG Supervisors

Phillip Johnson Aleks Pejic Dan Neal
Philippe LePrince Stuart Farley Alison Wortman
Vanessa Boyce

CG Lighting Supervisor

Bruno Baron

Lead CG Lighting Artists

Maxx Leong James Benson Clement Gerard
Alexandre Millet

CG Lighting Artists

Peter Ocampo
Stephen Borneman
Paul Brannan
Mark Masson
Lee Tibbetts
Becky Graham
Thomas Carrick
Cenay Oekman
Paul Burton
John Seru
Alistair Darby
Paul McWilliams
Arild Anfinnsen
Brian Silva
Ellen Poon
Huw Evans
Jacob Slutsky
James Guy
Clare Williams
Stephen Ellis
Paul Ducker

CG Modellers

Azzard Gordon
Henrik Soder
Will Correia
Eugene Lipkin
Mikael Brosset
Carlos Poon
Marko Schobel

Texture Artists

Patsy Yuen
Keziah Bailey
Mike Bain

CG Effects Supervisor

Nicola Hoyle

Lead CG Effects Artists

Kai Stavginski
Danielle Brooks
Jeremy Smith
May Leung
David Hyde
Luca Zappala
Chris Ung

CG Effects Artists

Jean Claude Nouchy
Heiko Sulberg
Paul Boyd
Joe Thornley
Sotiris Georghiou
Terry Marriott
Muhittin Bilginer
Dominic Carus
Erik Tvedt

Animators

Dorian Knapp
Stewart Ash

Matchmove Supervisor

Daniel Baldwin

Matchmove Artists

Richard Burnside
Jay Fleming
Fanny Roche
James Mulholland
Sam Hanover
Laurence Priest
Joe Dennis
Ryan Woodward
Andy Potter
Julien Fourvel
Timothy Russell
Andrew Macleod
Sophie Robinson
Michael Cashmore
David Goubitz
Rob Seaton
Michael Lyle
Jonathan Perez
Matt Sadler
Sean Whelan
Ross Wilkinson

Compositing Sequence Supervisors

Graham Page
Tilman Paulin
Scott Pritchard
George Zwier
Jan Maroske
Tom Hocking
Julian Gnass
Astrid Busser-Casas
Richard R. Reed
Sean Heuston

Compositors

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Scott Marriot
Tom Middleton
Jamie McPherson
Joerg Baier
Romain Bouvard
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Matthew Jacques
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Oscar Tornincasa
Helen Wood
Susanne Becker
Sonny Pye
Ami Patel
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Kirsty Clark
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Per Mork-Jensen
Adam Hammond
Miodrag Colombo
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John Galloway
Jeremy Hey
Ben Hicks
Bronwyn Edwards
Andi Dorfan
Nik Brownlee
Richard Bain

Rotoscope Artists

Yoav Dolev
Ellen Miki
Christopher Jaques
Jean-Francois Leroux
Renaud Madeline
Charlie Ellis
Yuko Kimoto
Wesley Roberts
Lester Brown
Luke Bigley
Philip Smith
Sam Dawes
Ben Dick
Daniel Leatherdale
Luke Ballard
Mary Stroumpouli
Tara Roseblade
Stephen Tew
Kevin Norris
Yousaf Main
Enrik Pavdeja
Edward Andrews
Ana Gomes
Dan Churchill
Kamelia Chabane
Vincent Chang

Visual Effects Art Director
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Matte Painters

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Simon Gustafsson
Diccon Alexander
Philippe Gaulier

Visual Effects Editor
Leanne Young

Assistant Visual Effects Editors

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Claudia Maharaj

Software Development

Laurent Hamery
Davide Vercelli
Peter Kyme
Ian Masters
James Roberts
Oliver James
Dan Bailey
Oliver Harding
Will Harrower
David Minor
Jeff Clifford
Marie Tollec
Siobhan Platten
Luke Goddard
Dane Barney
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Paul Hogbin
Jonathan Stroud
Matthias Scharfenberg
Ted Waine
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Visual Effects by NEW DEAL STUDIOS, INC.

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Forest P. Fischer
Scott Beverly
Timothy E. Angulo
David Sanger
Scott Schneider
Robert Spurlock
E.M. Bowen
Shannon Blake Gans
Branden W. Seifert
John Cazin
Richard Slifka

Lidar Scanning by LIDAR VFX

Paul Maurice
Brandon Harr
Jon Hanzelka

Soundtrack Album on Reprise Records/WaterTower Music

"Non, Je Ne Regrette Rien"
Written by Charles Dumont and Michel Vaucaire
Performed by Edith Piaf
Courtesy of EMI Music France
Under license from EMI Film & Television Music

"Aboun Salehoun"
Written by Youssef El Mejjad and Pat Jabbar
Performed by Amira Saqati
Courtesy of Barraka el Farnatshi Productions

Filmed on location in Japan, United Kingdom, France, Morocco, USA and Canada

SPECIAL THANKS

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Camera Cranes and Dollies by CHAPMAN/LEONARD STUDIO EQUIPMENT, INC.

Color and Prints by TECHNICOLOR ®

DOLBY DIGITAL

dts Digital Surround

SDDS Sony Dynamic Digital Sound

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Motion Picture Association of America

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INCEPTION

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ABOUT THE **AUTHOR**

CHRISTOPHER NOLAN began making movies at an early age with his father's Super-8mm camera. While studying English Literature at University College London, Nolan shot 16mm films at UCL's film society, learning the guerrilla film techniques he would later use to make his first feature, *Following*. Since that time, he has directed *Memento*, *Insomnia*, *Batman Begins*, *The Prestige*, and *The Dark Knight*. For his work on those films, Nolan has been honored with a Producer's Guild Nomination (*The Dark Knight*), a Writer's Guild Nomination (*The Dark Knight*), and two Director's Guild Nominations (*Memento*, *The Dark Knight*.) He also received Oscar® and Golden Globe® nominations for Best Screenplay for *Memento*. Nolan currently resides in Los Angeles with his wife and producer Emma Thomas, and their four children.

INCEPTION

INCEPTION, writer-director Christopher Nolan's seventh feature film, joins the epic scope of *The Dark Knight* with the narrative sophistication of *Memento*. The story of a group of thieves who specialize in invading the mind through one's dreams, *Inception* explores the writer-director's signature psychological themes of memory, paranoia, and self-doubt as his protagonist, Dom Cobb, is pitted against a hostile subconscious spurred on by personal demons and regrets from the past.

In a conversational preface, Christopher Nolan and frequent collaborator Jonathan Nolan discuss the genesis of the idea for the film and the decade-long process it took to write it. Detailing the results of Nolan's efforts, *Inception: The Shooting Script* includes key story-board sequences, full-color concept art, and an appendix on the workings of the mysterious PASIV Device that Cobb and his fellow extractors use to initiate the dream-share.
An exclusive exploration of a highly original concept, *Inception: The Shooting Script* is the record of a writer-director at the height of his craft.

INCLUDES

- Writer-director Christopher Nolan's initial handwritten outline of the ***Inception*** plot
- **A preface by collaborators Christopher Nolan and Jonathan Nolan, in which they delve into the 10-year development process behind *Inception***
- An 8-page color insert featuring ***Inception*** concept art
- **An in-world appendix with instructions for operating the mysterious PASIV Device**

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SYNCOPY

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IN ASSOCIATION WITH LEGENDARY PICTURES A SYNCOPY PRODUCTION A FILM BY CHRISTOPHER NOLAN LEONARDO DiCAPRIO "INCEPTION" KEN WATANABE JOSEPH GORDON-LEVITT
MARION COTILLARD ELLEN PAGE TOM HARDY CILLIAN MURPHY TOM BERENGER AND MICHAEL CAINE MUSIC BY HANS ZIMMER EDITED BY LEE SMITH, A.C.E. PRODUCTION DESIGNER GUY HENDRIX DYAS
DIRECTOR OF PHOTOGRAPHY WALLY PFISTER, A.S.C. EXECUTIVE PRODUCERS CHRIS BRIGHAM THOMAS TULL PRODUCED BY EMMA THOMAS CHRISTOPHER NOLAN WRITTEN AND DIRECTED BY CHRISTOPHER NOLAN

INSIGHT EDITIONS

3160 Kerner Blvd., Suite 108
San Rafael, CA 94901
www.insighteditions.com

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